MARVEL MASTERWORKS®

THE SPECTACULAR SPIDER-MAN®

VOLUME 3

THE SPECTACULAR SPIDER-MAN Nos. 32-42
ANNUAL No. 1, THE AMAZING SPIDER-MAN ANNUAL No. 13
& THE FANTASTIC FOUR No. 218
BILL MANTLO & JIM MOONEY

MARVEL

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PRESENTS

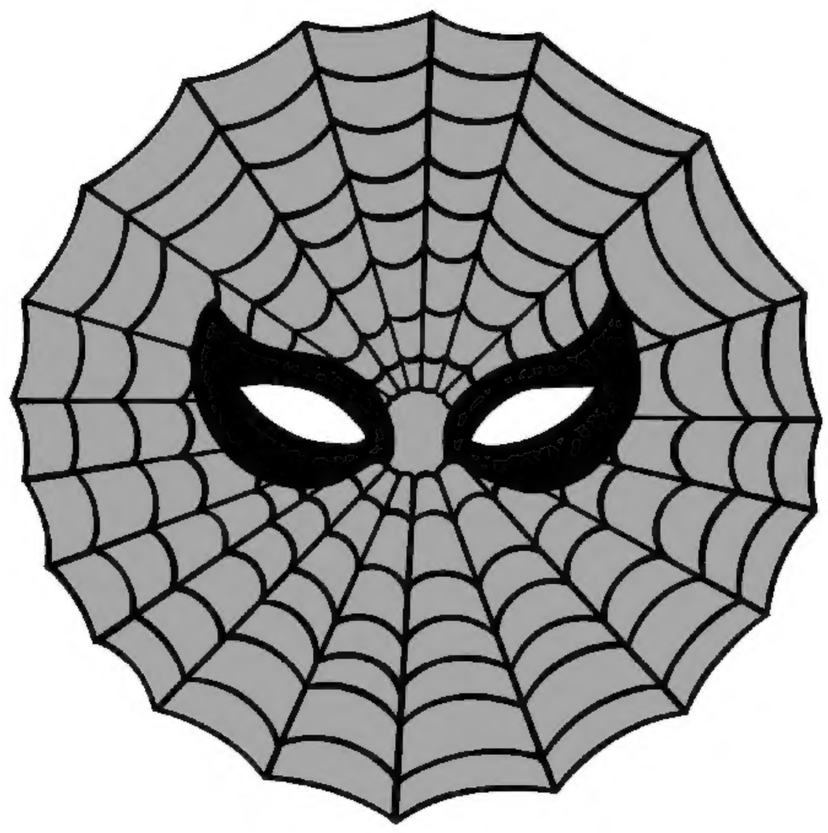
THE SPECTACULAR SPIDER-MAN

VOLUME 3

COLLECTING

THE SPECTACULAR SPIDER-MAN NOS. 32-42 & ANNUAL NO. 1,
THE AMAZING SPIDER-MAN ANNUAL NO. 13
& THE FANTASTIC FOUR NO. 218

BILL MANTLO • JIM MOONEY



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NOS. 32-42 & ANNUAL NO. 1,
THE AMAZING SPIDER-MAN ANNUAL NO. 13
& THE FANTASTIC FOUR NO. 218

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SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO

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WHAT A LONG, STRANGE TRIP IT'S BEEN...

BY JO DUFFY

It feels permissible…in fact, acceptable, if not downright necessary, to use a rock 'n' roll quote to introduce a Spider-Man collection written mostly by Bill Mantlo, then at the pinnacle of his creative powers.

No comics writer—not even the pair I know of for certain who have their professional roots in music journalism—has ever loved rock music more than Bill. His scripts were always interlarded with rock references. They fit beautifully, and some marvelous stories and characters grew organically from the ideas they suggested (like Rocket Raccoon!). And though he doesn't appear in this volume, there are references early on to one of Spider-Man's most gruesome nemeses: "Carrion (our Wayward Son)."

I was touched and flattered to be asked to write this foreword, because paying tribute to and acknowledging Bill—as a friend, a colleague and frequent coworker—is important.

Spider-Man, whom I have only written once, is likewise a lifelong friend. I was already a comics fan, though a very little girl, when my older brother Malachy spotted and grabbed an early issue of a comic neither of us had ever heard of: *The Amazing Spider-Man*. (Which issue, I can no longer say.) And inevitably, the minute Mal's back was turned, I sneaked into his room and read it. And then the other Marvel titles he acquired. And then *Spider-Man*, again and again and again. It grabbed me as nothing ever had before. There was the beautiful, powerful artwork by Steve Ditko and then John Romita; Stan Lee's witty, punchy dialogue; the weird, menacing villains.

More importantly, there was something about the character himself: insecure at a time when only one other popular character ever owned up to feeling that way, and doing so at a time when admitting to feelings of alienation and angst was likely to get a person labeled as an outsider, a weakling, a not-quite-regular guy. Spider-Man, in his civilian incarnation as meek, studious Peter Parker, was shunned, mocked and bullied. It was an era when the outsiders being bullied were generally despised and everyone wanted to be *in* with the bully, the Big Man On Campus, the sports star…the *Flash Thompson*. We were 50-plus years away from "Never apologize for being the smartest person in the room." Peter was reviled, despised and saddled with epithets like "puny Parker" and the hurtfully scathing yet charmingly archaic "pantywaist," a term that dates back to the 1930s and is derived from a type of child's undergarment that, apparently, tough and popular youngsters disdained.

The only person who was always, dotingly and unconditionally, on Peter's side was his loving and clueless Aunt May, the newly widowed lady who had reared him and was all the surviving family he had. Trying to show Peter how much she cared, May constantly embarrassed him in front of the peers whose acceptance he craved. And he took it. And loved her. And made never upsetting her—or inadvertently aggravating her constantly-threatening-to-give-up-the-ghost-if-she-gets-that-one-shock-too-many ticker—the central concern of his life.

Puny, pantywaist, bookworm, Mama's (okay, technically *May's*) boy, or not, I could not get enough of Peter Parker…or Spider-Man.

It was immediately crazy-easy to think of them as distinct individuals. Peter was shy, awkward, polite…and he took advantage of the no-consequences anonymity that a full-face mask gave him to present Spider-Man as the person he wished he could always be: funny, confident, brash, obnoxious, unquenchably zestful, impossible to smash… In short, the kind of hero that smug, bullying Flash Thompson desperately and confidently longed to be peeps with. If, as *The Village Voice* long ago suggested, Peter Parker was Charlie Brown, then, in my opinion, Spider-Man was Bugs Bunny.

Fast-forward a dozen-plus delightful years.

It was the Age of Aquarius. A hunger for social justice ran throughout the land—and throughout all of the now-numerous Marvel titles—and the comics fans who had more or less grown up and been lucky (determined, talented) enough to get into Marvel had been understandably reluctant to have the web-slinger they once looked up to become younger than them; and so, in these stories, Peter is grown and about to embark on a course of graduate study in his chosen field of biochemistry. Hey, you didn't think he just *happened* across the radioactive spider whose bite gave him his powers, did you? No, no, no! They met during a demonstration at an exhibit Peter attended while he was pursuing his lifelong passion, long before he ever dreamed of a future as a super hero. And let us never sell that passion, or his scientific genius, short.

That dying spider gave him his strength, his endurance, the ability to sense unseen danger, his wall-crawling acrobatic agility…but his scientific know-how and intellect are the source of the webfluid he swings about the city and "catches thieves just like flies" with; and the source of the crazily ingenious and versatile web-shooters he uses to spin that fluid into ropes, webs and thick, cushiony pads. Hey, I *love* spinning, and it would take me three or four days minimum, with combed silk and a drop spindle, to make even one of the things Spider-Man unleashes with a single graceful, seemingly effortless *thwipp*...and if I goofed it up, the whole mess would *not* just tidily and conveniently evaporate in a few short hours, as Spider-Man's webs do. So let's hear it for the formidable mind of puny Parker…who could also easily punch your lights out if you provoke him… except that he never would, because as May's late husband, Ben, taught him, "With great power there must also come great responsibility." And Peter would never want to disappoint his uncle Ben, whose death he blames (wrongly but oh so humanly) on his own selfish indulgence enjoying the spotlight during his early days as Spider-Man…and because using brute strength in a meaningless display of "superiority" would bother the dickens out of a young man who has only been a super hero for just the last little while, but who has been the target of bullies throughout his life.

Time has mostly been good to the Peter Parker in this volume. He has his own pad, two jobs he is good at and a cadre of dear and reliable friends…including, to my ever-lasting astonishment (and inward skepticism), Flash Thompson. (I still believe this mostly happened because, while Steve Ditko drew Flash as a physically powerful, self-satisfied thug, Ditko's equally superb but stylistically distinct successor, John Romita, visually reformed Flash's physical self into the kind of handsome stalwart who might learn and evolve, given the right kind of life experiences and the support of good friends; and Stan Lee—and his successors—obligingly wrote stories that enabled that improbably but emotionally satisfying reformation to take place. (Hey, who wouldn't want the bogeyman of your youth to mend his ways, stand beside you and call you his friend?)

Friendship is one of the themes throughout this book. The opening sequence I vividly recall: Peter returning to his memorably groovy, oh so '70s bachelor pad, to be surprised by something his friends have done…and by what time and neglect have done to the contents of his refrigerator. I had the hazy notion that it had been written by Marv Wolfman, or by Len Wein. Wrong, Jo. Bill wrote it, and I get to enjoy it here again.

We meet the kind of friends time and increasing maturity have brought. Peter Parker's new colleagues at ESU are a symphony of the then-new concern with diversity that swept Marvel at that

time (and was already apparent in Bill's previous series, The Sons of the Tiger). There is Marcy Kane, the pretty, overly confident girl; Deb Whitman, the shy, insecure girl; Philip Chang and Steve Hopkins, the fellow ESU science students; and Chip Martin, the too tightly wrapped, wealthy white guy. (One of them has a secret!!!)

Spider-Man's friends are just as interesting. For one thing, we have a guest appearance by the Fantastic Four—a family first and heroes second—whose youngest, literal hotshot member has been Spider-Man's bud and frenemy for decades. Also joining the regular cast is Dr. Curt Connors, alter ego of longtime Spider-Man opponent, the Lizard. Connors is something of an irresistible figure: smart, wounded, noble, devoted to his family, loyal and grateful to his friends…but so overly obsessed with using his genius to overcome his disabilities that he has repeatedly engaged in unauthorized and ill-advised human testing upon himself, and so been burdened by monstrous transformations.

I have always been a bit phobic about reptiles, so the Lizard horrifies me…or he would, except that, in drawing the character's humor avatar for *Not Brand Echh!*, Marie Severin created a version of the Lizard that, while still recognizable as Spider-Man's terrifying nemesis, is also hilariously and irresistibly CUTE! And that happily huge-eyed cutie, swishing about in Dr. Connors' trousers and distinctive white lab coat, always overrides the monster so beautifully delineated by the art teams here, enabling me to read about the Lizard—and reptilian monsters making their debut—without having nightmares.

These tales run the gamut of Things That Give Jo the Horrors. Bugs, MORE human/reptile hybrids, and poor, über-creepy, weird-science vampire Michael Morbius! (Hey, if these "I can make myself better" research dudes will NOT heed the warnings about conducting unauthorized human trials on themselves, they are VERY lucky Spider-Man has their—and the public's—backs!)

Bill's Spider-Man is automatically brave and selfless, not in the style of some two-dimensional wall of meat who does the noble thing because that is what heroes do, but as someone who knows what the stakes are, gets hurt and still soldiers on, with a wisecrack and a witticism, because he has to; he knows what the cost to other people—like his late uncle—could be unless he steps up. He doesn't ask, "Why should I?" Or "What's in it for me?" Or "What will this cost me?" He just does the best he can.

Another recurrent theme is Spider-Man considering a better future for others, both friend and foe. Can Dr. Connors have a life without the specter of the Lizard? Can Morbius overcome his self-inflicted bloodlust? And even more intriguingly, will Peter himself ever want a life not compound of wall-crawling, web-slinging and fighting crime?

Which poignantly foreshadows a crossroads Bill was approaching. Hungry for social justice and sadly underrating the value to thousands of readers of his stories—stories starring most of the Marvel heroes, the Micronauts, ROM Spaceknight; his co-creations like Rocket, Cloak and Dagger; and his creator-owned title, with Butch (Jackson) Guice, *Swords of the Swashbucklers*—Bill eventually studied law, passed the bar and left comics to become a public defender. Our paths naturally diverged from that point, and I enjoyed thinking of my irrepressible, good-humored, witty coworker and friend out there saving the world according to his changed lights. Without doubt, he must have done tremendous good saving individuals from real-world injustice. I wonder, though, whether Bill ever truly appreciated the good he did in his stories, how he inspired readers to dream of a better world and of heroes who would help the less fortunate, and so eventually grow into adults who strive to make the world a better place.

So I was sickened and horrified to learn, years later, that Bill had been the victim of a tragic, shameful hit-and run accident and lives now in long-term care. In many ways, Bill's light has been dimmed. In many more, he lives on in his work. Scarcely a week goes by that I do not hear from some comics fan how much Bill Mantlo's writing has always meant to them. Thanks to volumes like this one, those wonderful stories remain available to brighten the lives and imaginations of past, present, and future readers.

And now, an oops.

I've been so focused on Spider-Man, and on Bill, that I've neglected to mention all the other talented folks who contributed here…and shame on me for that! (Though, when you ask a writer to discuss a book full of great stories by a writer she likes, I think the results are fairly predictable.). In any case, all the creators here are brilliant—many are friends and collaborators, and they all deserve applause.

Marv Wolfman, with the justly celebrated art team of John Byrne and Terry Austin, creates a fun and absorbing little puzzle of a story that not only features Doctor Octopus, one of the ultimate Spider-Man villains, but is one of Marv's neatest, most intriguing tales ever.

Tony Isabella, with Lee Elias and Mike Esposito, brings back an existing foe in a memorable, haunting story that explores exactly the kind of themes Tony handles so well. It moved and surprised me decades ago and did so again, after all this time.

I was so delighted to see Bill (Black Goliath/Giant-Man) Foster helping Spider-Man bring down his classic foe Meteor Man (or the Looter) that I didn't initially realize it was by my old pal and unparalleled master of solid stories starring classic characters: Tom DeFalco.

To all of the artists I have not yet mentioned, my apologies. Your work here is like a master class in beautifully drawn, flawlessly constructed visual storytelling, topped with lovely and evocative inks by a troupe of talents. The majority of the stories were penciled by amazing Silver Age titan Jim Mooney—probably best known for years of splendid Supergirl stories at DC, though my (prejudiced) favorite Mooney art job is an Elvira story we did together for Claypool Comics. Also included is an outstanding job by Rich Buckler and some simply delightful pages from Sal Buscema. Plus, wonderful pencils by the incomparable Walter Simonson, Keith Pollard, Mike Zeck and John Romita Jr.

The inkers include another roster of masters, including Frank Springer (the Silver Streak himself, who worked with Bill and me on many series!); my own frequent collaborator Ricardo Villamonte, whose exquisite rendering helps make the Spider-Lizard such a moody, scary treat; the peerlessly sweet and formidably skilled Frank Giacoia; universally acclaimed Conan stalwart Pablo Marcos; versatile Silver Age superstar Chic Stone; and the man many consider to have set the gold standard for super hero comics inking, Joe Sinnott. Even our longtime friend-in-funniness Fred Hembeck makes an early professional appearance here.

If you have read this far, you must be raring to dive into the wonderful words, powerful plots, and amazing visuals that await…so enough from me. Nonstop adventure ahead!

– Jo Duffy
2019

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

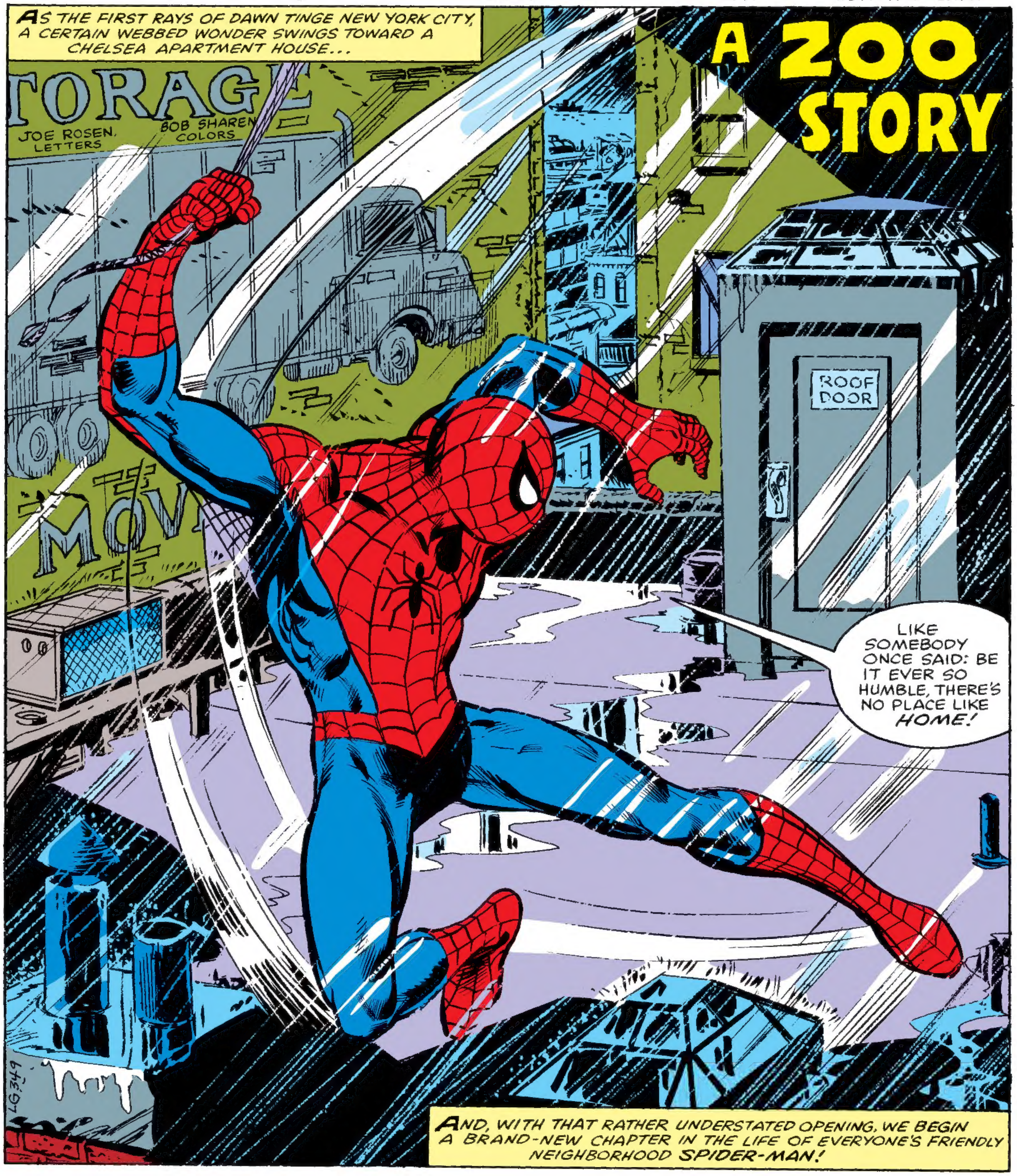
BOB LAYTON

RAGE OF THE REPTILE!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a numan spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

BILL MANTLO AUTHOR * JIM MOONEY ARTIST * FRANK SPRINGER INKER * ALLEN MILGROM EDITOR * JIM SHOOTER EDITOR-IN-CHIEF



MY FIGHT WITH *CARRION* REALLY WASTED ME!*

I MUST'VE PASSED OUT AFTER CRAWLING FROM THE BURNING LAB!

*SEE OUR LAST SIX ISSUES -- AL.

THE RAIN REVIVED ME--TURNED THE SNOW TO SLUSH! I'M SOAKED TO THE SKIN AND EXHAUSTED!

BUT I'M *ALIVE*... WHILE CARRION IS NO MORE THAN A BAD DREAM!

AND I HOPE HE REMAINS THAT WAY! IF OTHERS HAD DISCOVERED THAT PROFESSOR MILES WARREN'S *CLONE* WAS THE MACABRE CARRION--

--THEY MIGHT HAVE REALIZED THAT WARREN HIMSELF WAS THE *JACKAL*, AND THAT'S SOMETHING I'VE KEPT SECRET FOR MONTHS!

LIFTING THE ROOF SKYLIGHT--

--THE WALL-CRAWLER ENTERS THE APARTMENT BELOW AS ONLY ONE POSSESSED OF SPIDER-LIKE POWERS CAN!

IF THE CEILING FALLS IN ONCE MORE, MRS. MUGGINS IS GOING TO START WONDERING ABOUT HER UPSTAIRS TENANT!

GOTTA SHUT THE SKYLIGHT BEHIND ME BEFORE THE RAIN SOAKS THE NEW PLASTERING JOB!

AND THAT IS SOMETHING I DEFINITELY WANT TO AVOID! IT WOULD BE JUST PETER PARKER'S LUCK TO FIND HIMSELF *EVICTED* FOR BEING *SPIDER-MAN!*

PERFECT! A SOUNDLESS LANDING!

THUMP

ALMOST!

LUCKY MRS. MUGGINS IS A HEAVY SLEEPER!

BOY, DO I ACHE! I FEEL LIKE I'VE GONE THROUGH A MIX-MASTER!

THEY SAY *PAIN* IS GOOD FOR THE SOUL! I MUST BE CLOSE TO SAINTHOOD!

ENOUGH INTROSPECTION, PARKER! WHAT'S FIRST ON TODAY'S AGENDA?

SHAVE? EAT?

OR CLEAN UP THE APARTMENT WHICH CARRION TORE APART?* *HEY--!*

*IN PPTSS #28 TO BE EXACT. --AL.

FAR OUT!

EXPECTING A SHAMBLES, PETE STARES AT HIS ONE-ROOM APARTMENT-- UNABLE TO BELIEVE THAT THE HAVOC WROUGHT BY CARRION HAS BEEN REPLACED BY RELATIVE NORMALCY!

A CARD ON THE END-TABLE! MAYBE IT'LL EXPLAIN...

Dear Pete,
Since you seem to be having a tough time getting yourself together, we thought we'd lend a hand!
Liz & Harry
Flash & Shashan
Hector & Hollys
Mary Jane
Glory
Betty

WOW! THEY FIXED THE WHOLE PLACE UP WHILE I WAS GONE!

HOW DO I RATE *FRIENDS* LIKE THAT?

I PROBABLY DON'T! I JUST HOPE THEY DON'T CATCH ON!

THAT SOLVES THE CLEAN-UP QUESTION, THOUGH!

I'LL SHAVE AFTER BREAKFAST! CAN'T REMEMBER WHEN I ATE LAST!

MUST'VE BEEN THE MEAL *DAREDEVIL* PREPARED FOR ME AFTER OUR FIGHT WITH THE MASKED MARAUDER! *

MY HEART WASN'T REALLY IN THAT MEAL, MUCH LESS MY APPETITE.

* SEE PPTSS #27 -- AL.

HHMMM...NOT MUCH TO CHOOSE FROM. MILK. EGGS--

--AND THAT *CHEM BOOK* I'VE BEEN LOOKING FOR!

HOLY SMOKES--THAT REMINDS ME! I'VE GOT TO REPORT TO THE *GRADUATE DEPARTMENT* TODAY! I FORGOT ALL ABOUT--!

MILK

SUN RAY

=BLECCHH= THE MILK'S *SOUR!*

WELL, WHY SHOULD IT BE ANY DIFFERENT FROM THE *REST* OF MY LIFE?

RRING

HUH? THE DOORBELL? AT *FIVE A.M.*?

MORNIN', MR. P.-- I *THOUGHT* I HEARD YOU BUMPIN' AROUND IN HERE!

GLORY GRANT! YOU'RE SOME EARLY-RISER, LADY!

GOT TO GET AN EARLY START, PETE!

I'M MOVING *OUT* TODAY AND, WELL-- I JUST COULDN'T TAKE *HARVEY* HERE WITH ME!

HE SEEMS TO THRIVE ON TENEMENT AIR!

WHEN DID YOU DECIDE TO MOVE, GLORY?

WHEN I BECAME J. JONAH JAMESON'S SECRETARY! WITH THE MONEY THE BUGLE PAYS I CAN AFFORD BETTER DIGS!

I WISH I COULD, BUT AS A FREELANCER--!

GOOD GRIEF! MY *SPIDEY COSTUME*-- IN PLAIN SIGHT!

GOTTA MOVE FAST!

PETE, WHAT ON EARTH--?

UH--JUST COVERING A *DRAFT!* CAN'T LET HARVEY CATCH COLD IN THIS CHILLY PRE-DAWN AIR, YOU KNOW!

PRE-DAWN?! YOU FEELIN' OKAY, PETE?

OH, *NOW* I GET IT!

SHE'S POINTING BEHIND ME! DID SHE *SEE*--?!

YOUR *CLOCK!* IT'S STOPPED AT *FIVE*, MY MAN!

HUH? CLOCK?

MY, YOU ARE IN A STATE! LET ME DRAW THE DRAPES AND OPEN THESE BLINDS--

--AND LET SOME *LIGHT* TRICKLE DOWN THE AIR-SHAFT INTO THIS MAUSOLEUM OF A ROOM!

VOILA, MR. PARKER! *DAY!* ABOUT *8 A.M.* TO BE EXACT!

SONUVAGUN! SO IT IS!

WHEW!

WELL, S'LONG, PETE! I'LL CATCH YOU WHEN YOU DROP BY THE BUGLE!

GOOD LUCK IN YOUR NEW PLACE, GLORY!

GEE, WE SAW SO LITTLE OF EACH OTHER AS FRIENDS OR NEIGHBORS--

--AND NOW GLORY'S MOVING OUT!

IS THERE EVER GOING TO COME A DAY WHEN I CAN MAINTAIN NORMAL RELATIONSHIPS DESPITE MY *WEB-SLINGING*?

WEB...?! OH, NO!

MY *COSTUME!* IT'S STILL STUFFED IN THE VASE!

SOAKING WET!

OH WELL, IT'LL DRY ON THE RADIATOR WHILE I CATCH A FEW HOURS SLEEP--

"--BEFORE MY AFTERNOON CONSULTATION AT *ESU'S* "*GRADUATE SCHOOL!*"

"*EMPIRE STATE UNIVERSITY.*

WHERE, A FEW HOURS EARLIER...

ADMINISTRATION

WHAT IN THUNDERATION--?!

CRASH!

THAT CAME FROM THE *BIOLOGY LAB!*

GOOD LORD! THE LAB LOOKS LIKE IT'S BEEN HIT BY LIGHTNING!

FIRST THAT MYSTERIOUS *FIRE** IN THE CHEMISTRY BUILDING LAST NIGHT-- NOW THIS!

I'D BETTER SOUND THE *ALARM*--!

*SEE LAST ISH--AL.

YOU WILL DO *NOTHING* OF THE SORT, MAMMAL!

FWAP!

H-HEY?!

M-MERCIFUL HEAVEN! SOMETHING STRUCK AT ME FROM THE SHADOWS!

SOMETHING COLD AND CLAMMY-- SERPENTINE! THERE, IT'S CAUGHT IN THE BEAM OF MY *FLASHLIGHT!*

I-IN THE NAME OF SANITY-- *IT CAN'T BE!!*

POW! POW! POW!

B-BULLETS DIDN'T EVEN PENE-TRATE--!

BUT THEIR IMPACT UPON SCALED FLESH HAS SOME EFFECT, FOR THE SERPENTINE FIGURE EMITS A SHRILL SCREAM!

THEN, HURLING THE HORRIFIED GUARD TO THE FLOOR WITH A SWIPE OF ITS TAIL --

--THE CREATURE VANISHES INTO THE DARK HALLWAY!

GONE! IF NOT FOR MY BRUISES-- I'D THINK IT WAS ALL SOME HORRIBLE *NIGHTMARE!*

*A NIGHTMARE **SHARED** BY ANOTHER! AS THE SHAKEN GUARD SEARCHES THE COLLEGE CORRIDOR, A DISTRAUGHT FIGURE HIDES IN THE SHADOWS!*

OH, LORD, NOT AGAIN! SAVE ME FROM THIS *TORMENT*-- DON'T LET IT HAPPEN AGAIN!!

*ONLY SILENCE GREETS **CURT CONNORS'** AGONIZED PLEA!*

HOURS LATER, AS THE NOON BELL SOUNDS ON THE ESU CAMPUS...

I FINALLY MADE UP THAT GYM CREDIT-- THERE'S NOTHING KEEPING ME FROM STARTING *GRADUATE* STUDIES!

I'VE WAITED MONTHS FOR THIS DAY-- IT'S THE CULMINATION OF EVERYTHING I'VE ALWAYS WANTED! SO WHY ARE MY KNEES KNOCKING? SAY--

--ISN'T THAT *FLASH* AND *SHA SHAN* IN THAT EIGHT-CYLINDER DREAM-MACHINE?

WELL, IF IT ISN'T BOOKWORM PARKER! HOW'S IT HANGIN', PETE?

JUST FINE, FLASH! HEY, WHERE'D YOU STEAL THE WHEELS?

FLASH BOUGHT THE CAR WITH HIS VETERAN'S BENEFITS, PETE!

I FIGURED LIFE'S SHORT, SO WHY NOT ENJOY IT? WANNA TAKE A SPIN, GOOD BUDDY?

CAN'T, FLASH! TODAY'S MY FIRST DAY OF *GRAD SCHOOL!* ARE YOU REGISTERED?

NOPE! I'M TAKING A YEAR OFF TO GET MY HEAD TOGETHER! BUT WE'LL SEE EACH OTHER AROUND!

KEEP IN TOUCH, PETE!

COUNT ON IT, PEOPLE!

FUNNY, FLASH AND I STARTED OUT AS ENEMIES IN HIGH SCHOOL, AND NOW WE'RE BEST FRIENDS!

I WONDER IF WE'LL GET TO SEE MUCH OF EACH OTHER ONCE SCHOOL PRESSURES START?

HEY, THE POLICE ARE STILL COMBING THE RUINS OF PROFESSOR WARREN'S OLD LAB!

"THEY WON'T FIND ANYTHING, THOUGH! BOTH *CARRION* AND HIS *SPIDER-AMOEBA* WERE DESTROYED IN THE LAB FIRE!* I BARELY ESCAPED!"

*LAST ISH--AL.

HAVING A PRIVATE DAYDREAM, AMIGO-- OR CAN ANYBODY BUTT IN?

HECTOR! HOLLY! WHAT'S HAPPENING?

EVERYTHING, PETE! HECTOR AND I ARE GOING TO SET UP A *MOBILE COLLEGE* IN THE SOUTH BRONX!

¡SÍ! WE GET CREDIT AND SERVE THE COMMUNITY AT THE SAME TIME!

IT'S A CHANCE FOR ME TO BE SOMETHING MORE THAN JUST ANOTHER SUPERHERO!

BUT THE *WHITE TIGER* WILL BE THERE IF HE'S NEEDED!

SOUNDS *GREAT!*

I GUESS WE WON'T GET A CHANCE TO SEE MUCH OF EACH OTHER, BUT IF YOU EVER NEED YOUR SCIENCE HOMEWORK CORRECTED...

WE'LL GET TOGETHER SOON, COMPADRE!

TAKE CARE OF YOURSELF, PETE!

MORE FRIENDS GOING SEPARATE WAYS! AW, WHAT AM I FEELING DOWN ABOUT?

I'LL MAKE PLENTY OF NEW FRIENDS IN GRAD SCHOOL! THIS IS A NEW BEGINNING!

THE FIRST DAY OF THE REST OF MY *LIFE!*

YOUNG MAN, WATCH WHERE YOU'RE--!

WHOOPS!

I'VE ENCOUNTERED QUITE A FEW STUDENTS RUSHING TO GET *OUT* OF SCHOOL, YOUNG MAN--BUT YOU'RE THE FIRST I'VE MET RUSHING TO GET *IN!*

I'M TERRIBLY SORRY, SIR! I WAS IN A HURRY TO KEEP AN APPOINT-MENT WITH DOCTOR SLOAN!

HERE, LET ME HELP YOU WITH YOUR--

--NOTES.

WOW!

DOCTOR SLOAN?! ARE YOU ALRIGHT, SIR?

YES, MS. KANE!

HUH? Y-YOU MEAN, *YOU'RE* DOCTOR SLOAN, HEAD OF THE GRADUATE SCIENCE DEPARTMENT?!

QUITE. AND YOU MUST BE PETER PARKER, OUR NEW TEACHING ASSISTANT!

UH--YES! RIGHT! I MEAN, I AM!

THEN LET ME ADVISE YOU TO *SLOW DOWN*, YOUNG MAN--YOU'LL LIVE LONGER! I'M BUSY JUST NOW, SO MS. KANE WILL SHOW YOU YOUR DUTIES!

I COULDN'T ASK FOR A NICER TOUR GUIDE!

FLATTERY WILL GET YOU ABSOLUTELY NOWHERE, MR. PARKER!

IF YOU'LL FOLLOW ME...?

SURE, BUT WHY THE COLD SHOULDER? AND I PREFER BEING CALLED *PETE* TO MR. PARKER!

YOU CAN CALL ME *MARCY*-- AND I DON'T LIKE SHEPHERDING PART-TIME GENIUSES AROUND CAMPUS!

YOU SAY HE HIT YOU WITH HIS *TAIL*??

HONEST TRUTH, LIEUTENANT D'ANGELO!

I'VE SEEN YOUR SCHOOL RECORDS, PETE! YOU COULD BE AT THE TOP OF YOUR CLASS--YET YOU DON'T SEEM TO CARE!

LOOK, MARCY-- I WORK TO SUPPORT MYSELF AND A SICK AUNT! THAT AND *OTHER* THINGS TAKE UP A LOT OF MY TIME, AND... *HEY!*

A FLASH OF LIGHT FROM THE BIOLOGY LAB!

RACING IN, THE TWO YOUNG PEOPLE SEE...

PLATE IV

IT'S COMING FROM THAT MACHINE!

LOOK! ON THE FLOOR-- IT'S DOCTOR CONNORS!

UNHH!

CONNORS? *CURT CONNORS?!*

I THOUGHT I RECOGNIZED THAT MACHINE-- IT'S CONNORS' *ENERVATOR!*

DOCTOR CONNORS IS AT *ESU* ON A RESEARCH GRANT!

BUT WHAT HAPPENED?

UH, NOTHING TO WORRY ABOUT, MARCY! JUST A *POWER SURGE*-- KNOCKED ME OFF MY FEET!

CONNORS IS A BRILLIANT BIOLOGIST, A PIONEER IN REPTILE STUDIES!

"BUT, IN HIS ATTEMPT TO REGENERATE HIS *MISSING ARM*... HE INADVERTENTLY TURNED HIMSELF INTO--

"--*THE LETHAL LIZARD!*"

HE DOESN'T KNOW *PETER PARKER*... BUT HE'S HELPED SPIDER-MAN AS CURT CONNORS AS OFTEN AS SPIDEY'S HAD TO FIGHT HIM AS THE LIZARD!

DOCTOR CONNORS, ARE YOU SURE YOU FEEL ALRIGHT?

I-I'M JUST A BIT DAZED...

HUH? MY *SPIDER-SENSE* IS TINGLING LIKE CRAZY!

THERE'S SOMETHING ABOUT THAT *CAGE* ON THE FLOOR--!

BUT THERE'S NOTHING IN IT EXCEPT A TINY LIZARD-- AN *IGUANA!*

*PETE FAILS TO NOTICE THE REPTILE'S **GLOWING EYES**-- AN OVERSIGHT THAT MAY WELL PROVE **FATAL!***

*FOR THE GLOW IS THE SAME AS THAT GIVEN OFF BY THE NEARBY **ENERVATOR!***

DID YOU DROP THIS, DOCTOR?

NO! PLEASE KEEP IT AWAY FROM ME!

B-BUT, IT'S JUST ONE OF YOUR LAB REPTILES, DOCTOR CONNORS!

YES! OF COURSE-- JUST A LAB SPECIMEN! I--I'LL TAKE THAT, SON!

SURE THING, DOC!

WHAT'S GOTTEN INTO HIM? HE'S SHAKING!

I WISH I COULD GET AWAY-- COME BACK AND TALK TO HIM AS *SPIDER-MAN!* NO CHANCE OF ELUDING MARCY, THOUGH!

IF YOU'RE SURE YOU FEEL WELL ENOUGH, YOU HAVE AN OFF-CAMPUS LECTURE SCHEDULED TODAY, DOCTOR!

AT THE *BRONX ZOO!*

BOTH PETER PARKER-- THE DEPARTMENT'S NEW STUDENT TEACHER-- AND I WILL ASSIST YOU!

PARKER? I THINK I'VE HEARD OF YOU, SON!

I HOPE TO TAKE YOUR COURSE WHEN I'M ABLE TO REGISTER FOR CLASSES IN THE FALL, SIR!

WELL, UH... I GUESS WE SHOULD BE GOING!

THUS PETER PARKER IS THROWN INTO HIS GRADUATE DUTIES AS A TEACHING ASSISTANT-- THE FIRST OF WHICH IS TO AID DOCTOR CONNORS IN GUIDING AN UNDERGRADUATE CLASS ON A RESEARCH TOUR AT THE WORLD-FAMOUS **BRONX ZOO!**

THE ***HOUSE OF DARKNESS*** HAS BEEN RESERVED FOR OUR EXCLUSIVE USE!

WHY ARE YOU CARRYING THAT IGUANA CAGE, DOCTOR CONNORS?

AND WHY DOES MY SPIDER-SENSE REACT TO IT? IT'S HARMLESS, AS FAR AS I CAN TELL!

I-- UH-- I'M DONATING IT TO THE ZOO'S REPTILE COLLECTION, PARKER!

HE'S ACTING SO STRANGELY-- ALMOST LIKE A SLEEP-WALKER!

I'D BETTER KEEP AN EYE ON HIM!

BUT SOON PETE IS DISTRACTED BY THE VIVACIOUS MARCY KANE...

HOW WILL STUDYING REPTILES AID MANKIND, MS. KANE?

REPTILES REGENERATE MISSING LIMBS, JOHN! DOCTOR CONNORS BELIEVES HUMANS CAN, TOO, ONCE THE PROCESS IS UNDERSTOOD!

YEAH, EXCEPT DOC CONNORS' EXPERIMENTS ON HIMSELF HAVE LED TO NOTHING BUT TRAGEDY...

DOCTOR CONNORS!!

N-NO! NOT *AGAIN!*

HIS EYES-- ***GLOWING***-- AND THE SAME GLOW IS COMING FROM THE IGUANA CAGE!

DOC CONNORS, WHAT IS IT? WHAT'S ***WRONG?!***

LEAVE ME, SON! YOU CAN'T HELP! NOBODY CAN!

TEARING HIMSELF AWAY FROM THE CLASS, DOCTOR CONNORS MAKES FOR THE **HOUSE OF DARKNESS** WITH PETER PARKER IN FAST PURSUIT!

WHERE ARE THEY GOING, MARCY?

SEARCH ME! PETER PARKER SEEMS TO HAVE A KNACK FOR RACING AROUND LIKE A CHICKEN WITH ITS HEAD CUT OFF!

AND HE SEEMS TO HAVE AFFECTED DOCTOR CONNORS IN MUCH THE SAME WAY!

DOCTOR CONNORS-- WAIT!

HEY, YOU CAN'T GO IN THERE!

MUST GET AWAY BEFORE IT HAPPENS AGAIN!

WHOA, BUDDY BOY! WHERE DO YOU THINK YOU'RE GOING?

INTO THE *HOUSE OF DARKNESS* AFTER DOCTOR CONNORS!

NOT ON YOUR LIFE-- THIS BUILDING'S CLOSED TO THE PUBLIC! CONNORS HAS A RESERVATION, BUT I DON'T KNOW YOU FROM ADAM!

NO SENSE WASTING TIME ARGUING WITH THAT SECURITY GUARD!

SOMETHING'S WRONG WITH DOC CONNORS-- AND I'VE GOT TO CATCH UP WITH HIM BEFORE THE *CLASS* DOES!

--*SPIDER-MAN* WILL JUST HAVE TO CIRCUMVENT THE BUREAUCRACY--

--AND GO IN THROUGH THE *BACK!*

EXIT

CAREFUL, WALL-CRAWLER! SPIDER-SENSE IS TINGLING JUST LIKE BACK AT THE BIOLOGY LAB!

EXIT

AND, SINCE *PETER PARKER* CAN'T GET IN THROUGH THE FRONT DOOR--

THERE'S SOME KIND OF LINK BETWEEN CONNORS AND THAT *IGUANA*, AND I'VE GOT TO FIND OUT WHAT IT IS!

HMM! IT'S BLACK AS PITCH IN HERE! I COULD NAVIGATE USING MY *SPIDER-SENSE*--

--BUT I ALWAYS GET A KICK OUT OF FLASHING MY *SPIDER-SIGNAL!*

YOW! WHAT THE HECK--?!

CUTE! VAMPIRE BATS! TRICK OF THE LIGHT MADE 'EM SEEM TO BE COMING RIGHT AT ME--

--BUT THEY'RE STILL INSIDE THEIR *HABITAT CAGE!*

ALRIGHT, WEBHEAD-- ENOUGH WITH THE SIGHTSEEING!

LET'S FIND DOC CONNORS--!

HSSSS

THE *LIZARD?!* NO, JUST A DISTANT RELATIVE!

MEANWHILE, A SHORT DISTANCE AHEAD OF OUR WEBBED WONDER...

C-CAN'T FIGHT IT ANYMORE!

IT'S TOO STRONG-- MUST GIVE IN!

A-ACCEPT THE... *CHANGE!*

U-UNHH!

FOR LONG SECONDS, CURT CONNORS WRITHES IN PAIN ON THE FLOOR! THEN...

HSSSS

THAT ACCURSED WEAKLING CONNORS HOLDS ME NO LONGER!

NOT A SIGN OF DOC CONNORS SO FAR, BUT THERE ARE SO MANY TWISTS AND TURNS IN THIS PLACE THAT HE COULD BE *HIDING* ANYWHERE!

BUT WHY WOULD HE *WANT* TO HIDE? UNLESS HE'S *CHANGED* AGAIN TO...

OH BROTHER, THAT'S SOMETHING I DON'T EVEN WANT TO CONSIDER!

WAIT, MY SPIDER-BEAM'S PICKING SOME-THING UP! IT'S A *HAND*--

--CONNECTED TO AN *ARM*--

--CONNECTED TO... *DOC CONNORS*?! IS HE UNCONSCIOUS, OR--?

HOLY MOLEY!!

I WAS SO INTENT ON DOC CONNORS, I FAILED TO HEED MY *SPIDER-SENSE* WHEN IT WARNED ME OF--!

FWAP!

OF *WHAT*?! WHAT THE HECK'S *HIT* ME?!?

=GNNGG= MY SPIDER-SENSE IS SCREAMING "*LIZARD*"-- BUT THAT'S IMPOSSIBLE! DOC CONNORS IS THE LIZARD--

GRAASSHH!!

--AND THE DOC'S OUT COLD ON THE FLOOR!

I CAN SENSE ITS EVERY MOVE, BUT I CAN'T ***SEE*** WHAT IT IS I'M FIGHTING!

AND NOT KNOWING IS THROWING ME OFF BALANCE!

HSSSSS

IT ***HISSES*** LIKE THE LIZARD!

INTERFERING MAMMAL! I WILL CRUSH YOU AS I CRUSHED THE SNIVELLING CONNORS!

IT EVEN ***TALKS*** LIKE THE LIZARD!

SO I'M EITHER UP AGAINST THE MOST DRAMATIC CASE OF ***SPLIT-PERSONALITY*** ON RECORD--

--OR MY SHADOWED AND SERPENTINE ATTACKER ***ISN'T*** THE LIZARD I KNOW AND LOATHE...

...BUT SOMETHING COMPLETELY DIFFERENT!!

AHRR! YOU CANNOT HURT ME-- CONNORS COULD NOT HURT ME-- ONLY ACCURSED *LIGHT* CAUSES ME PAIN! BUT I WILL SMASH YOU-- SMASH THE LIGHT!

FOR NOTHING WILL STAND IN THE WAY OF THE INCREDIBLE **IGUANA!!**

NEXT: **NIGHT OF THE IGUANA!**

...OF SPIDERS AND SNAKES!

SPIDER-MAN™

PETER PARKER, THE SPECTACULAR

MARVEL® COMICS GROUP

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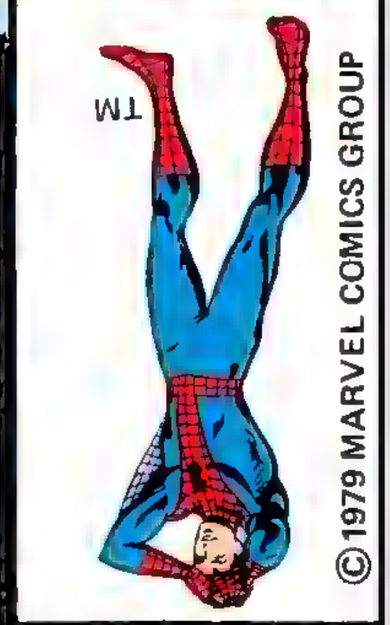

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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!

BILL MANTLO WRITER * JIM MOONEY ARTIST * FRANK SPRINGER INKER * NOVAK, LETTERS SHAREN, COLORS * A. MILGROM EDITOR * J. SHOOTER ED-IN-CHIEF

IGGY'S TWISTING AWAY FROM ME AS IF TRYING TO AVOID THE LIGHT FROM MY SPIDER-BEAM!

HIS TAIL, WHIPPING OUT OF THE DARKNESS--!

GGKKK!

I HAVE MEMORY OF YOU-- FROM THE CONNORS MAMMAL!

YOU ARE THE *MAN-SPIDER!*

C-CLOSE -- BUT NO CIGAR! THE NAME'S ***SPIDER-MAN,*** ACCENT ON THE "*SPIDER*"!

CRASH!

S-SORRY! I DIDN'T KNOW YOU WERE SO TOUCHY ABOUT YOUR GRAMMAR!

WORDS! THE CONNORS, TOO, WAS FULL OF MADDENING, MEANINGLESS WORDS!

BUT THE IGUANA HAS NO USE FOR WORDS!

I EXIST TO *SMASH!* TO *REND!* TO ***DESTROY!***

AN EXTREMELY ANTI-SOCIAL AVOCATION, IF YOU ASK ME!

WHY DON'T YOU JUST SLITHER BACK TO WHATEVER TERRARIUM YOU CAME FROM, IF YOU DON'T LIKE US WARM-BLOODED TYPES?

BECAUSE YOU HURT ME, MAMMAL -- WITH THE *LIGHT!* ALL WHO HURT THE IGUANA MUST DIE!

LIGHT? HE MUST MEAN MY SPIDER-BEAM?

TH-THE *CHANGE* -- IT MUST HAVE HAPPENED AGAIN! WHERE AM I?

OH, LORD! THE *IGUANA*... AND *SPIDER-MAN!*

DOC CONNORS IS AWAKE! HE'S THE ONLY ONE WHO CAN EXPLAIN ALL THIS!

I'VE GOT TO KEEP THE IGUANA AWAY FROM HIM!

GOT TO TRY AND SHIFT MY WEIGHT... THROW HIM--

--OFFF!!

SPLASH!

YOU WERE SUPPOSED TO COME UP ON *TOP!*

BESIDES, THE WATER DOESN'T SEEM TO BOTHER LIZARD-LIPS ANY!

I GUESS I'D BETTER QUIT THE COSTEAU BIT AND TRY SOMETHING ELSE!

SWOK!

NOT TOO BRIGHT, WALL-CRAWLER!

GOOD THING MY SPIDEY COSTUME'S DRIP-DRY!

ARRR! YOU HURT ME, SPIDER-MAMMAL!

GLAD TO HEAR IT, SCALEY! I WAS UNDERGOING A CRISIS OF CONFIDENCE THINKING MY PUNCHES HAD NO EFFECT!

BUT NOW I CAN SLEEP--SECURE IN THE KNOWLEDGE THAT MY SPIDER-POWERS CAN STILL KEEP NEW YORK SAFE FROM OVERGROWN SALAMANDERS LIKE YOU!

WHICH JUST LEAVES A HALF-ZILLION ***MUGGERS*** TO BE TAKEN CARE OF!

NOW I REMEMBER WHY THE CONNORS HATES YOU, MAMMAL!

HATES? GOSH, I THOUGHT ME AND DOC WERE BEST BUDDIES!

BUT CONNORS' ***OTHER*** SELF HATES YOU!

--FOR TRYING TO DESTROY IT--JUST AS YOU TRY TO DESTROY ME!

I WASN'T TRYING TO DESTROY ANYTHING, FELLA!

I BUMPED INTO YOU BY ***ACCIDENT*** IN THE DARK!

SPIDER-MAN, BE CAREFUL! THE IGUANA HAS ALL THE POWERS OF THE ***LIZARD!***

*TO FIND OUT JUST WHAT DOCTOR CONNORS MEANS, WE MUST SHIFT OUR ATTENTION MOMENTARILY TO THE BRONX ZOO'S "**WORLD OF REPTILES**," WHERE MARCY KANE HAS CONDUCTED A CLASS OF EMPIRE STATE UNIVERSITY UNDER-GRADUATES...*

I DON'T KNOW WHERE DR. CONNORS OR PETER PARKER DISAPPEARED TO--

--BUT I SUPPOSE WE CAN BEGIN OUR RESEARCH TOUR WITHOUT THEM! FIRST, ARE THERE ANY QUESTIONS FROM THE CLASS?

UH, MS. KANE?

YES, JOHN?

C-CAN THE LIZARDS IN THIS SECTION ***BREAK OUT*** OF THEIR HABITAT CAGES?

WHY, NO--I DON'T THINK SO!

SKRASH

THEN HOW DO YOU EXPLAIN THAT, MS. KANE??!

HSSS

SSSS

AS THE REINFORCED-GLASS WINDOWS OF THEIR HABITAT CAGES GIVE WAY BEFORE THEIR MASSED BODIES--

--REPTILES OF EVERY DESCRIPTION SPILL FROM CONFINEMENT, OUT AMONGST THE THRONGS VISITING THE BRONX ZOO!

RUN! THE REPTILES ARE LOOSE!

BUT WHY DID MINDLESS BEASTS SUDDENLY ALL BREAK FREE AT ONCE!

AS IF THEY WERE FOLLOWING-- ***ORDERS!***

GREAT SCOTT! SECURITY SQUAD B-- FOLLOW ME!

AND AN ACADEMIC AFTERNOON TURNS INTO AN EXERCISE IN SHEER ***TERROR!***

SSSSSSSSSS

SOME OF THOSE SNAKES AND LIZARDS ARE VENOM-OUS!

DON'T GET NEAR 'EM! USE NETS!

IT'S TRUE! THE REPTILES! ARE SWARMING FROM THEIR CAGES!

HIGH ABOVE, THE PASSENGERS ABOARD THE ZOO'S AERIAL TRAM-WAY-- THE SKYFARI-- HAVE A RING-SIDE SEAT!

30

10

I--I USED TO BE SCARED OF HEIGHTS... BUT NOW I'M GLAD I'M UP HERE!

BELOW, THE PANIC SPREADS TO THE OTHER ANIMALS...

HSSS

...BUT THE SERPENTS WRITHE ON!

WHILE, IN THE "WORLD OF DARKNESS"...

CAN I USE MY FULL POWER AGAINST GRUESOME, DOC--OR WILL I BE SOMEHOW STRIKING AT *YOU* THROUGH THE IGUANA?

HE'S GOT MY MEMORIES AND THE LIZARD'S POWERS, SPIDER-MAN...BUT HE'S NOT EITHER OF US!

THE LIZARD'S POWERS? YEAH, YOU'VE MENTIONED THAT TWICE NOW! ISN'T ONE OF THOSE POWERS THE ABILITY TO--

--COMMAND OTHER REPTILES TO DO HIS BIDDING?!

LORD, YES! WE'RE TRAPPED!

SURROUNDED, YES! TRAPPED, NO! C'MON, DOC--WE'RE GOING FOR A STROLL ON THE CEILING!

BUT THE CONNORS MAMMAL WILL EVENTUALLY THROW YOU OFF BALANCE, BRINGING YOU WITHIN REACH OF MY FLAILING TAIL--

--OR THE WAITING FANGS OF MY SERPENTINE PETS!

SPIDER-MAN, LET ME GO! DON'T DOOM YOUR-SELF!

NO WAY, DOC! I'VE HAD TO SAVE YOU FROM YOURSELF TOO MANY TIMES TO LET THE IGUANA DO YOU IN NOW!

BESIDES, THIS CIRCUIT-BOX MAY UPSET IGGY'S CALCU-LATIONS!

HOW? I DON'T UNDER-STAND?

SIMPLE, DOC! THIS PANEL CONTAINS THE MASTER LIGHT SWITCH--

--AND THE IGUANA CAN'T STAND LIGHT!

HSSSS

SCORE ONE FOR THE GOOD GUYS! WITHOUT THE IGUANA MENTALLY CONTROLLING THEM, THESE WRIGGLERS ARE CONFUSED!

BUT THE IGUANA'S GETTING AWAY!

CAN'T DO ANYTHING ABOUT THAT NOW, DOC.

NOT WHEN I'VE A ROOMFUL OF RAMPAGING REPTILES TO CONTEND WITH--

THWIP

THWIP

SSSSSS

--AS ONLY A SPECTACULAR *SPIDER-MAN* CAN!

THE GUARDS'LL TAKE CARE OF THE REST! I'LL MEET YOU LATER, DOC--AT THE UNIVERSITY!

B-BUT, HOW DID YOU KNOW I WAS TEACHING AT ESU?

A LITTLE SPIDER TOLD ME! SEEYA!

OPEN MOUTH-- INSERT FOOT! ALMOST GAVE AWAY MY SECRET IDENTITY BACK THERE!

I'VE WORKED WITH CURT CONNORS SO OFTEN AS SPIDEY--

--THAT I FORGET THAT HE DOESN'T KNOW ME AS PETER PARKER, TOO!

EVEN THOUGH MY SPIDEY MASK MUFFLES MY VOICE, I'D BETTER BE CAREFUL-- OR HE'LL START TO WONDER ABOUT HIS NEW GRADUATE TEACHING ASSISTANT!

AND I'LL HAVE TO BE DOUBLY ON MY GUARD AROUND MY FELLOW T.A.-- THE DISAPPROVING MS. MARCY KANE.

WELL, IF IT ISN'T THE PRODIGAL PARKER RETURNED! GET AN EXCLUSIVE FOR THE BUGLE ON SCHOOL TIME, HOTSHOT?

I WORK FOR THE GLOBE NOW, MARCY!* BESIDES--

*SEE CURRENT ISSUES OF AMAZING SPIDER-MAN -- AL.

--I'M NOT EVEN CARRYING MY CAMERA!

THEN JUST WHERE WERE YOU DURING ALL THE EXCITEMENT?

LOOKING FOR DOCTOR CONNORS! I LOST HIM NEAR THE WORLD OF DARKNESS... HEY! HERE HE COMES NOW!

HERE'S YOUR CLASS, DOC! YOU'RE REALLY SHAKEN--YOU OUGHTTA CALL IT A DAY!

I--I WILL, FRIEND! THANKS!

DR. CONNORS, WEREN'T YOU CARRYING A CAGED LIZARD TO DONATE TO THE ZOO?

ER--YES, MARCY! I--EH--TURNED IT OVER BEFORE THE EXCITEMENT STARTED!

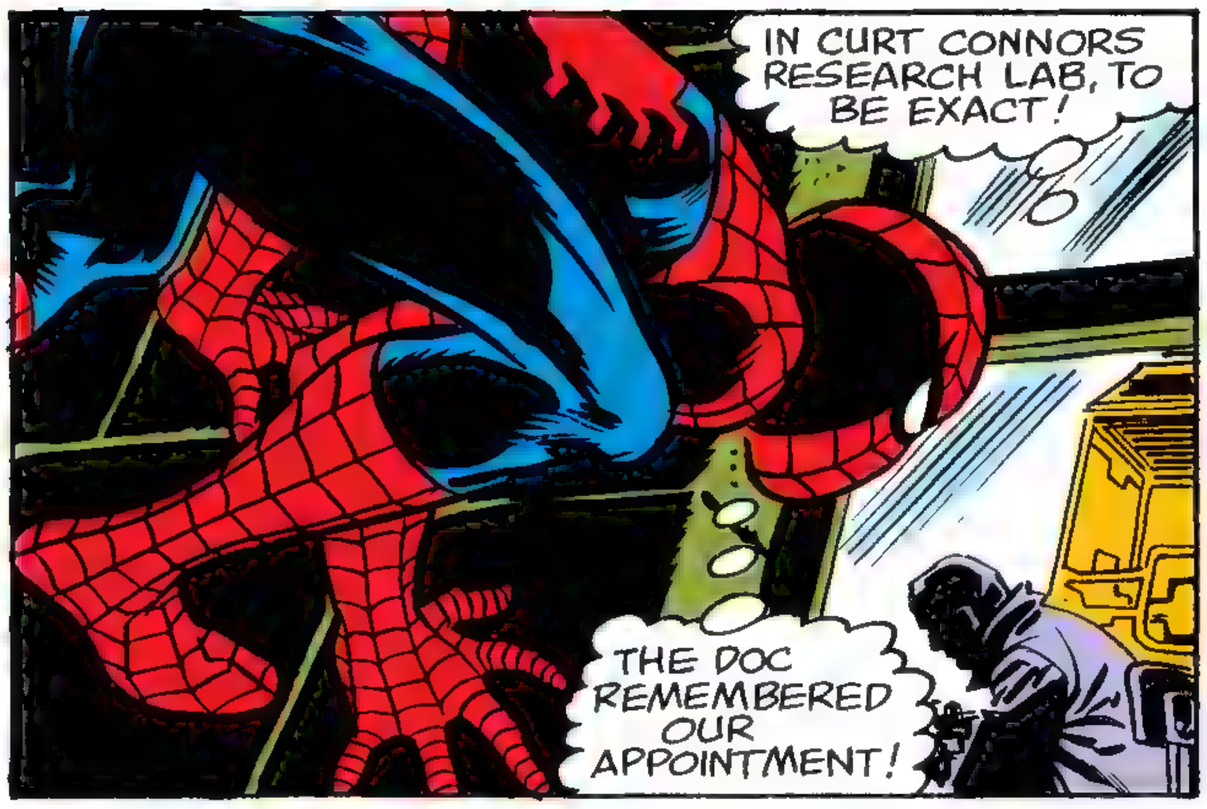
CAGED LIZARD? OMIGOSH!

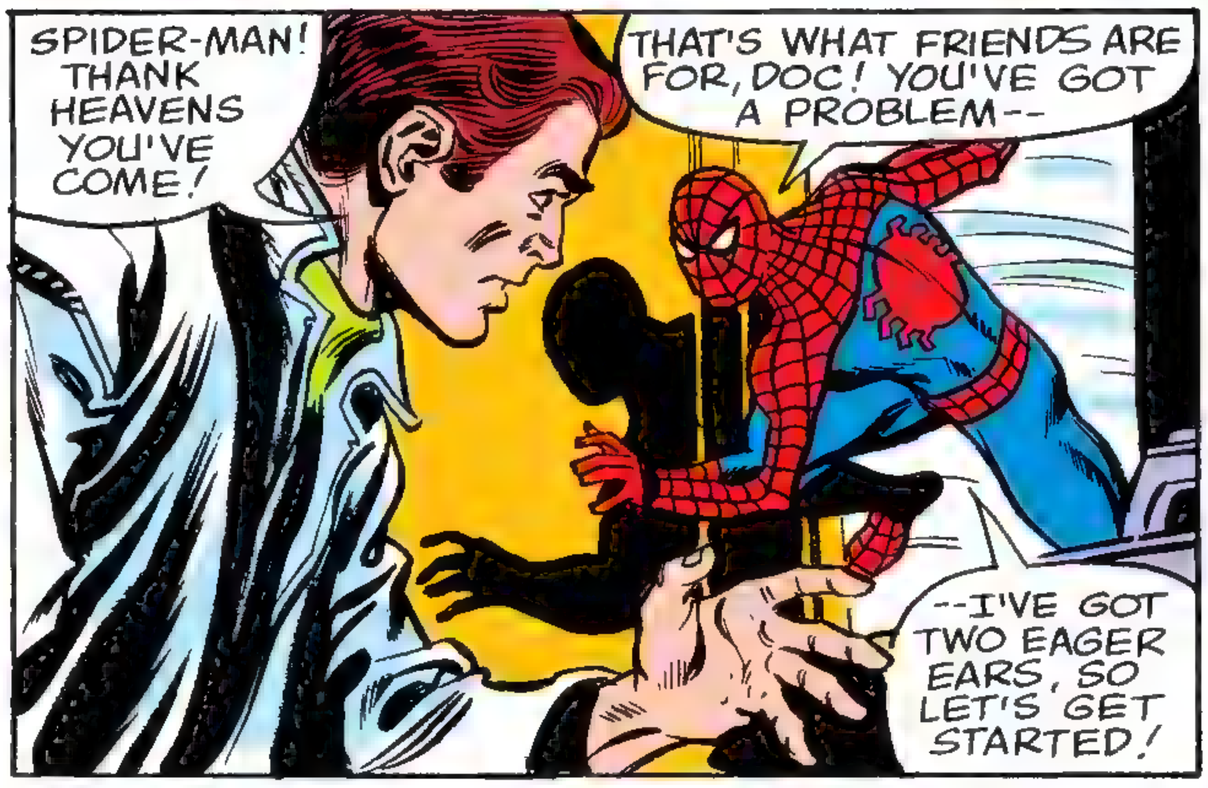
HENRY HUDSON PARKWAY

THINGS ARE BEGINNING TO MAKE A WACKY SORT OF SENSE, BUT I'LL HAVE TO WAIT UNTIL AFTER MY LAST PREP COURSE TONIGHT--

1081

--TO QUESTION CURT CONNORS ABOUT THE IGUANA AS SPIDER-MAN!
THERE'S A LIGHT ON IN THE PHYSICS BUILDING!

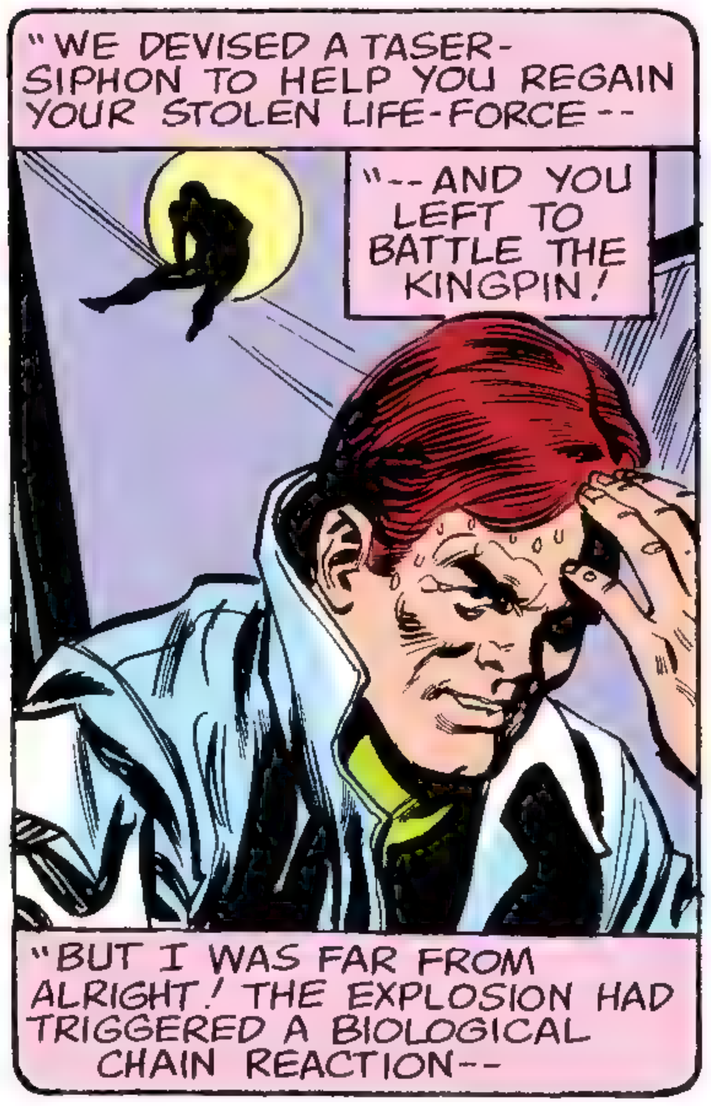

IN CURT CONNORS RESEARCH LAB, TO BE EXACT!
THE DOC REMEMBERED OUR APPOINTMENT!


SPIDER-MAN! THANK HEAVENS YOU'VE COME!
THAT'S WHAT FRIENDS ARE FOR, DOC! YOU'VE GOT A PROBLEM--
--I'VE GOT TWO EAGER EARS, SO LET'S GET STARTED!

WHERE? WELL, I GUESS THE ENERVATOR PLAYS A KEY ROLE! YOU REMEMBER HOW I USED IT TO STRENGTHEN YOU AFTER THE KINGPIN STOLE YOUR LIFE-FORCE TO REVIVE HIS DYING SON!*
YOU DON'T FORGET THINGS LIKE THAT, DOC!
THEN YOU'LL RECALL THAT THE ENERVATOR WAS ONLY PARTIALLY SUCCESSFUL...
*AS RECOUNTED IN AMAZING SPIDER-MAN #164 -- AL.

"...AND THAT IT EXPLODED BEFORE WE COULD REVERSE THE KINGPIN'S VITA-DRAIN!"
KWHOOM!
LORD--NO! DOC CONNORS!
AARRGGHH!!

ARE YOU HURT, DOC? THAT EXPLOSION--!
ONLY SHOOK ME UP A TRIFLE!
I'M FINE-- BUT WE'LL HAVE TO FIND ANOTHER WAY TO HELP YOU NOW!


"WE DEVISED A TASER-SIPHON TO HELP YOU REGAIN YOUR STOLEN LIFE-FORCE--
"--AND YOU LEFT TO BATTLE THE KINGPIN!
"BUT I WAS FAR FROM ALRIGHT! THE EXPLOSION HAD TRIGGERED A BIOLOGICAL CHAIN REACTION--

" WHICH, COUPLED WITH THE TRAUMA OF SEEING MY SON, BILLY, KIDNAPPED BY ***STEGRON***, THE DINOSAUR MAN...

"...CHANGED ME AGAIN INTO MY LOATHSOME ALTER-EGO-- THE LETHAL ***LIZARD!***

"THERE FOLLOWED A BATTLE THAT WILL FOREVER HAUNT MY NIGHT-MARES! THE LIZARD SAVED MY SON FROM STEGRON...

"...AND YOU SAVED ME FROM THE LIZARD!" *

*SEE AMAZ. S.M. #166 --AL.

BUT YOU CAME THROUGH IN THE END, TURNING STEGRON'S ANIMATED FOSSIL'S BACK TO INANIMATE BONES!

YES! FOR ONCE WE SEEMED TO HAVE WON...FOR GOOD!

"SOON AFTER I WAS OFFERED A RESEARCH GRANT TO CON-TINUE MY STUDIES IN REPTILE REGENERATION AT ESU!"

DOCTOR CONNORS, WE'RE PROUD TO BE ASSOCIA-TED WITH A SCIENTIST OF YOUR STATURE!

"I THREW MYSELF INTO MY WORK!"

WHERE DO YOU WANT THIS GIZMO, DOC?

THE ***ENER-VATOR?*** I'LL UNCRATE IT MYSELF, FELLAS!

"FOR I BELIEVED I HAD FINALLY FOUND A WAY TO REGENERATE MY MISSING ***ARM!*** UNDER CERTAIN STIM-ULI, LIZARD GENES SEEMED TO RESPLICE IF SEVERED--

"--AND I HOPED TO UNCOVER THE SPLICING MECHANISM THROUGH EXPERIMENTATION ON A SPECIES OF ***MARINE IGUANA!***"

HERE GOES, LITTLE ONE! WISH US BOTH--

...LUCK!

FASSHT

NO! THE ENERVATOR'S FEEDING-BACK-- AND I'M NOT ***SHIELDED!***

RAYS TURNING ME INTO THE ***LIZARD--!!***

"STILL SEMI-HUMAN, I PANICKED--

"--AND STUMBLED, FALLING ONTO THE BED OF THE ENERVATOR!

"AS I LOST CONSCIOUS-NESS, I FELT THE LIZARD-ASPECT OF MY PERSON-ALITY BEING DRAINED FROM ***ME***--

"--AND INTO THE ***IGUANA*** SPECIMEN!

"LIKE THE LIZARD, THE IGUANA HATED ITS MAMMALIAN ALTER-EGO! IT WANTED TO KILL ME... BUT SOMETHING STOPPED IT.

"SO IT HYPNOTIZED ME THE WAY A SNAKE MESMERIZES ITS PREY!

"AND ORDERED ME TO FORGET ITS EXISTENCE AS IT STALKED AT NIGHT-- RETURNING TO ORIGINAL SIZE AND ITS CAGE BY DAY!"

AND YOU DID FORGET? WOW! THAT'S SOME STORY, DOC!

BUT IT COULD'VE BEEN WORSE! THAT MIGHT BE YOU--AS THE LIZARD--STALKING THE STREETS!

IT'S ALMOST AS IF IT *IS* ME! THE IGUANA HAS ALL MY MEMORIES ... KNOWS MY THOUGHT PROCESSES...

:GASP!: WITH HIS HYPNOTIC SPELL BROKEN, THE IGUANA WOULD KNOW I'LL TRY TO DESTROY HIM!

HE'LL TRY TO STRIKE AT ME FIRST--OR AT MY *FAMILY!*

DON'T WORRY ON THAT SCORE, DOC!

YOU STAY HERE AND WORK ON A WAY TO REVERSE THE IGUANA'S GROWTH--

--AND I'LL GO GUARD THE HOMEFRONT!

SECONDS LATER, AS OUR WALL-CRAWLER SWINGS PAST THE ESU DORMITORIES...

SPIDER-MAN--COMING FROM THE DIRECTION OF THE PHYSICS BUILDING?

WHAT COULD HE BE DOING ON CAMPUS?

AS MARCY KANE PONDERS THAT QUESTION--

--CURT CONNERS MAKES A FATEFUL DECISION!

THE IGUANA'S AS POWERFUL AS THE LIZARD-- BUT EVEN MORE RUTHLESS, MORE DEADLY!

I CAN'T LET SPIDER-MAN SACRIFICE HIMSELF FOR ME!

I--I'VE GOT TO DO SOMETHING I'VE *NEVER* DONE VOLUNTARILY!

I'VE GOT TO BECOME--

--THE *LIZARD!!*...

...AND DESTROY THE ONE WHO DARED *USURP* MY POWER!

MEANWHILE, HIGH ABOVE MANHATTAN'S UPPER EAST SIDE...

DOC CONNORS TOLD ME HE AND HIS FAMILY HAVE MOVED FROM THEIR MID-MANHATTAN APARTMENT TO A *PENTHOUSE* ON YORK AVENUE!

THAT'S QUITE A HOP DOWNTOWN FROM THE UNIVERSITY...

...BUT ONLY A SHORT SWING FOR YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!*

AND BESIDES THAT, HE'S BEEN A REAL FRIEND!

STILL, I'VE GOT TO DOUBLE-TIME IT! WITH MRS. CONNORS AND BILLY IN POSSIBLE DANGER--

--I'VE GOT TO MOVE LIKE I'VE NEVER MOVED BEFORE! EVER SINCE I FIRST FOUGHT DOC CONNORS AS THE LIZARD--

--HE'S HELPED SAVE MY LIFE MORE TIMES THAN I CARE TO COUNT!

AND FRIENDS ARE SOME-THING THIS L'IL WEB-SPINNER HAS TOO *FEW* OF--

--TO ALLOW ONE TO BE HELD AT THE MERCY OF A RUTH-LESS REPTILE WITH MURDER IN ITS HEART!

AH! THERE'S THE CONNORS' PENTHOUSE!

I'LL JUST SWING OVER AND-- UH-OH!

THE TERRACE LOOKS LIKE A BATTLE-ZONE! CYCLONE FENCE TORN ASUNDER-- PATIO FURNITURE STREWN ABOUT!

IT CAN ONLY MEAN ONE THING--THE VERY THING DOC CONNORS MOST FEARED!

THE IGUANA'S GOTTEN HERE *AHEAD* OF ME!

BUT IF THAT SLITHERING SAURIAN HAS DONE ANYTHING TO HURT THE DOC'S FAMILY--

--HE'S GONNA HAVETA ANSWER TO A FIGHTING-MAD *SPIDER-MAN!*

AT THAT MOMENT, INSIDE THE CONNORS' PENTHOUSE APARTMENT...

PLEASE! WHO-- WHAT ARE YOU? WHAT DO YOU WANT OF US?

INSURANCE, SHE-MAMMAL! A GUARANTEE THAT YOUR HUSBAND WILL NOT SEEK TO DESTROY ME!

YOU TAKE ONE MORE STEP NEAR MY *MOM* AND I'M GONNA LET YOU HAVE IT, MISTER!

THE WHELP SHOWS COURAGE-- BUT HARDLY COMMON SENSE! UNLIKE THE LIZARD, WHO WILL NOT CAUSE HIS LOVED ONES HARM...

...THERE ARE NO SUCH RESTRICTIONS ON THE INCREDIBLE IGUANA!

WANNA BET, TURKEY?

AARGHH! WHO DARES--?

JUST YOUR WINSOME WALL-CRAWLER, DROPPED BY TO CATCH A TIGER BY THE TAIL!

WRONG SPECIES-- BUT THE RIGHT IDEA!

SPIDER-MAN! THANK HEAVEN!

CURSED MAMMAL! YOU SHOULD HAVE BEEN SATISFIED WITH YOUR INITIAL VICTORY OVER ME--

--AND NOT PRESSED YOUR LUCK A SECOND TIME!

LUCK AND I HAVEN'T BEEN ON SPEAKING TERMS FOR YEARS, GRUESOME!

IT'S TRUTH JUSTICE AND *STUPIDITY* THAT MOTIVATE ME!

THERE IS TRUTH IN THAT, ARACHNID!

UNGGH!

SKRASH

FOR YOUR STUPIDITY WILL BE THE *DEATH* OF YOU!

IF I DON'T DIE OF *BOREDOM* FIRST! YOU KNOW HOW MANY TIMES I'VE HAD TO SUFFER THROUGH DIALOGUE LIKE YOURS, IGGY?

TOO MANY! I SOMETIMES WISH FOR VILLAINS WITH LARYNGITIS!

I DON'T SUPPOSE YOU'D OBLIGE ME BY COMING DOWN WITH A COLD?

GRAAGH!

I DIDN'T THINK SO!

MY HATRED OF YOU NOW SURPASSES EVEN THE LIZARD'S, SPIDER-MAN!

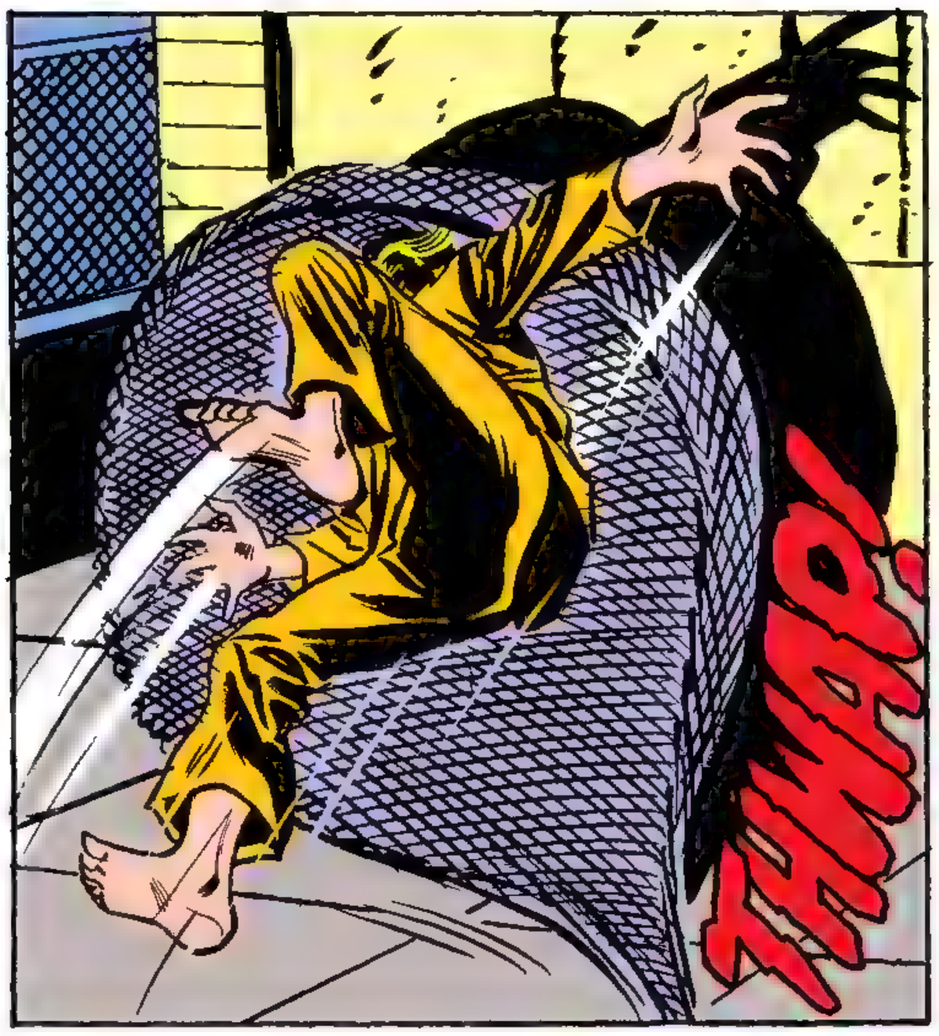
YOU'RE KEEPING SCORE?!

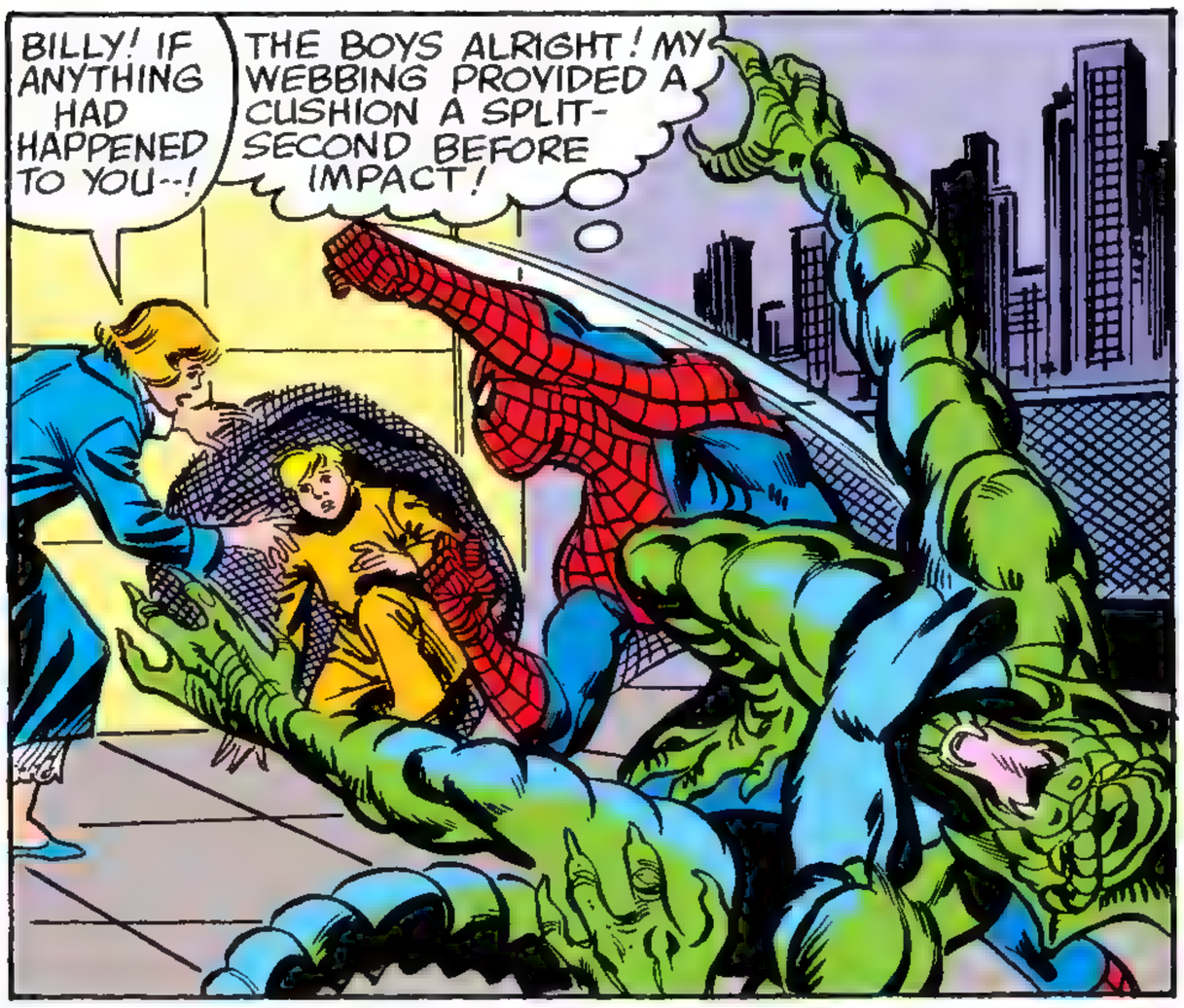
BILLY! WHAT ARE YOU--?

HELPING, SPIDER-MAN, MOM!

O-OHH! HIS TAIL--!

M-MOM!!

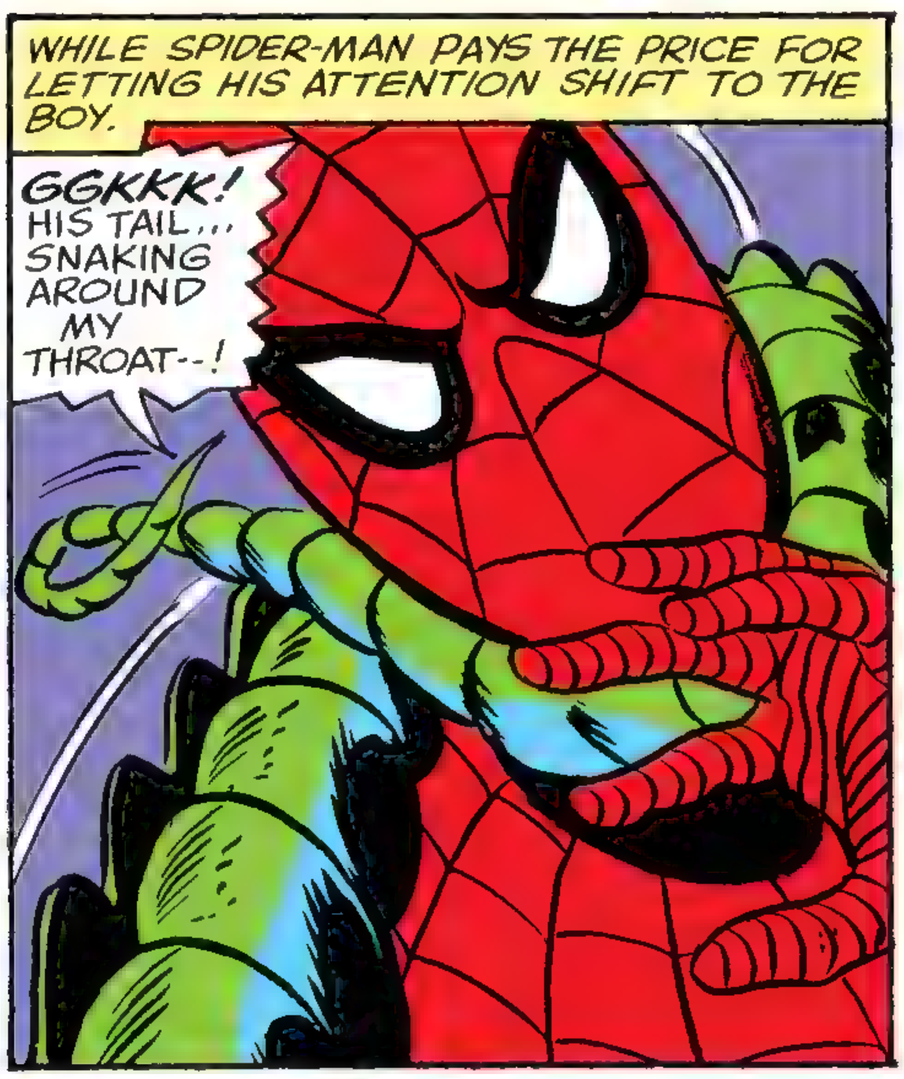

THWAP!


BILLY! IF ANYTHING HAD HAPPENED TO YOU--!
THE BOYS ALRIGHT! MY WEBBING PROVIDED A CUSHION A SPLIT-SECOND BEFORE IMPACT!

AT THAT MOMENT, ON THE STREET BELOW...
I AM NEAR THE ONE WHO ATTEMPTED TO DESTROY ME BY STEALING MY POWER!

THERE! FAR ABOVE-- THE HOME OF THE CONNORS MAMMAL!

THERE WILL THE LIZARD FIND HIS ENEMY!
HIS POWERFUL TALONS SINKING INTO THE VERY BRICK ITSELF, THE LETHAL LIZARD BEGINS HIS CLIMB!


WHILE SPIDER-MAN PAYS THE PRICE FOR LETTING HIS ATTENTION SHIFT TO THE BOY.
GGKKK! HIS TAIL... SNAKING AROUND MY THROAT--!

H-HAPPENING TOO FAST! CAN'T BREAK HIS GRIP!
WHERE ARE YOUR WITTICISMS NOW, MAMMAL? NOW THAT THE BREATH IS BEING SLOWLY SQUEEZED FROM YOUR THROAT?

AND AS SOON AS ***CONSCIOUSNESS*** FLEES YOUR OXYGEN-STARVED BRAIN, I WILL SEND YOUR BODY CRASHING TO THE PAVEMENT FAR BELOW! EH? SOMEONE CLIMBING TOWARD ME--?

SOMEONE YOU NEVER THOUGHT TO SEE--THE VERY ONE WHOSE EXISTENCE YOU THOUGHT ENDED WHEN YOU USURPED MY POWER!

FACE ME, IGUANA! IN FEAR AND TREMBLING, FACE... THE ***LETHAL LIZARD!!***

D-DOC CONNORS MUST'VE USED THE ENERVATOR--BECOME THE LIZARD TO GAIN THE POWER TO SAVE HIS FAMILY!

BUT IF THE LIZARD EGO'S TAKEN OVER AGAIN ... HE MAY HAVE ***DOOMED*** US ALL!

NEXT **LIZARD ON A HOT TIN ROOF!**

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

LIZARDS LIZARDS EVERYWHERE...

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!

BILL MANTLO WRITER | JIM MOONEY ARTIST | FRANK SPRINGER INKER | NOVAK, LETTERS ROUSSOS, COLORS | ALLEN MILGROM EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

LIZARDS ON A HOT TIN ROOF!

MAYHEM OVER MANHATTAN... ON THE PATIO OF CURT CONNORS' PENTHOUSE APARTMENT, TO BE PRECISE!

D-DOC CONNORS HAS BECOME THE *LIZARD* TO STOP THE *IGUANA* FROM HARMING HIS FAMILY!

BUT THAT'S LIKE FIGHTING FIRE WITH A FLAME-THROWER!

HEAR ME, IGUANA! NO ONE USURPS THE POWER OF THE LETHAL LIZARD--AND LIVES!

GETTING THE PICTURE, MARVELITES? WELL, STAY TUNED...THE BEST IS YET TO COME!

LG351

I-IGGY'S DROPPED ME SO HE CAN FACE THE LIZARD! I--I CAN BREATHE AGAIN!

IF YOU'VE HARMED CONNORS' FAMILY, YOU WILL DIE!

ARROGANT FOOL! I AM MORE THAN YOUR EQUAL!

STILL DIZZY FROM LACK OF OXYGEN! HEAD SPINNING! GOTTA PULL OUT OF THIS...

WITH AN ACCURACY BORN OF DESPERATION, SPIDEY'S WEBBING STRIKES A BUILDING CORNICE!

THWAP!

WEB-LINE'S HOLDING!

SPIDER-MAN?! HERE ON THE *EAST SIDE*?

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SURE--EAST SIDE, WEST SIDE, ALL *AROUND* THE TOWN!

OH, I-- I SEE!

YOU DO? WELL, THAT MAKES *ONE* OF US!

THANK GOODNESS --HE'S SWINGING ON! MAYBE HE WAS JUST LOST!

IF WORD GOT OUT THAT SPIDER-MAN WAS SPOTTED ON YORK AVENUE, *PROPERTY VALUES* WOULD PLUMMET!

LIZZY AND IGGY ARE STILL AT EACH OTHER'S THROATS!

MAYBE I SHOULD STAY OUT OF IT-- LET THEM EXHAUST THEMSELVES THEN STEP IN TO PICK UP THE PIECES?

NAH! FOR ALL HIS LOATHSOMENESS, THE LIZARD IS STILL DOC CONNORS DEEP DOWN INSIDE!

AND I OWE THE DOC WAY TOO MUCH TO STAND BY WHILE HE TAKES HIS LUMPS FROM THE IGUANA!

SPIDER-MAN? DO NOT INTERFERE, INSECT!

GOT TO, LIVER-LIPS! THE IGUANA'S AS POWERFUL AS YOU ARE--

--AND JUST A TAD MORE SAVAGE!

AS A RESULT OF DOC CONNORS' *ENERVATOR* IMBUING A TINY IGUANA WITH THE LIZARD'S POWER--*

--BUT NONE OF THE DOC'S HUMANITY, WHICH OFTEN WORKS AS A RESTRAINT ON THE LIZARD!

*SEE LAST ISH.--AL.

BUT I SHOULDN'T DISCOUNT *DANGER* FROM EITHER ONE!

SO I'LL BE DEMOCRATIC AND WEB-MUZZLE BOTH OF 'EM!

CURSE YOU, WALL-CRAWLER-- *MMPHH!*

YOUR FALL WILL FOLLOW THE LIZARD'S, SPIDER-MAMMAL!

NO! THE WALL-CRAWLER IS MINE TO DESTROY!

GOSH, FELLAS --YOU REALLY KNOW HOW TO MAKE A GUY FEEL WANTED! *WHUNFF!*

AWAY, MAMMAL-- TILL THE LIZARD IS DEALT WITH!

FWAP!

MEANWHILE, INSIDE THE CONNORS' PENTHOUSE...

THIS IS HORRIBLE! THEY--THEY'RE CLAWING AT EACH OTHER LIKE... LIKE WILD BEASTS! B-BUT ONE OF THEM ISN'T AN ANIMAL!

ONE OF THEM IS MY *HUSBAND!*

MOM, THE LIZARD'S HEARD YOU! HE'S TURNING THIS WAY!

IN THE MIDST OF THE NIGHTMARISH BATTLE, THE EYES OF MRS. CURT CONNORS AND THE THING THAT IS HER HUSBAND... MEET!

CURT? OH, MY DARLING! MY POOR DARLING!

THE--THE SHE-MAMMAL BELONGING TO CONNORS... CALLING TO ME!

M-MARTHA--?!

BILLY, HE RECOGNIZES US! HE KNOWS WHO WE ARE --WHO *HE* IS!

DAD, LOOK OUT! THE *IGUANA*--!!

GRAAGHH!

SPAKOW!

SNEAKY LITTLE SERPENT, AREN'T YOU, IGGY-- STRIKING WHILE A MAN'S TRYING TO SAY HELLO TO HIS FAMILY!

WHAP!

THROWING THE LIZARD OFF THE ROOF WAS WRONG, AND THEY SAY TWO WRONGS DON'T MAKE A RIGHT--

--BUT IN YOUR CASE, SCALES, I'LL MAKE AN *EXCEPTION!*

SOUNDLESSLY, BOTH REPTILE-MEN PLUMMET THROUGH SPACE...

FOLLOWED BY OUR WONDROUS WALL-CRAWLER!

I DON'T KNOW IF EVEN THE LIZARD CAN SURVIVE A FALL FROM THIS HEIGHT! I'VE GOTTA GO AFTER HIM!

PLEASE, SPIDER-MAN... SAVE MY HUSBAND!

THAT'S MY PLAN, MRS. C -- AIDED AND ABETTED BY... ...MY *SPIDER-CHUTE!*

BUT THE DRAG ON THE SPIDER-CHUTE SLOWS OUR WALL-CRAWLER'S DESCENT SO THAT...

THEY'RE GONNA HIT BEFORE I CAN REACH THEM!

BUT WHAT'S THE LIZARD DOING?

SMART! HE'S TWISTED SO THAT THEY STRUCK THE AWNING!

RIPPP

431

LORD PRESERVE ME! NOW WHAT--?!

T-TWO MONSTERS--CRASHING RIGHT THROUGH THE SIDEWALK!

ON TOWERS

AH, YOU'RE JUST UPSET THAT THEY DIDN'T *TIP* YOU AS THEY WENT BY!

SPIDER-MAN? BACK AGAIN?!

TOWERS

YEP! I WAS THINKING OF RENTING IN THIS NEIGHBORHOOD!

BUT NOW? FORGET IT! THE POTHOLES ON THE EAST SIDE ARE MURDER!

GREAT! JAWS I AND II DROPPED INTO THE SEWER-SYSTEM!

NO SIGN OF THEM--NOT EVEN A TINGLE FROM MY SPIDER-SENSE!

THE CURRENT MUST'VE SWEPT 'EM AWAY!

BUT, AT LEAST THE LIZARD SURVIVED THE FALL! THAT'LL BE SOME SOLACE TO MRS. CONNORS!

SOME -- BUT NOT MUCH.

TELL THE LANDLORD HIS SIDEWALK'S A DISGRACE! A FELLA COULD GET HURT!

BUT-- BUT-- BUT...!

SECONDS LATER...

I LOST THEM, MRS CONNORS.

CURT RECOGNIZED US, SPIDER-MAN!

I KNOW! HE BECAME THE LIZARD VOLUNTARILY THIS TIME -- TO SAVE YOU AND BILLY!

AND I THINK THE IGUANA NOT ONLY SAPPED THE LIZARD'S POWERS -- BUT SOME OF HIS SAVAGERY!

THE ***ENERVATOR*** IS RESPONSIBLE FOR BOTH CHANGES!

CURT'S BEEN WORKING ON IT FOR MONTHS --

"-- BUT HE SEEMED SO OVERJOYED AT RECEIVING HIS RESEARCH GRANT TO WORK AT EMPIRE STATE UNIVERSITY THAT I MERELY ASSUMED HIS RECENT LISTLESSNESS STEMMED FROM OVERWORK!"

NO, MA'AM! THAT WAS THE ENERVATOR'S DOING -- AS IT FED HIS LIFE-ENERGIES AND MEMORIES INTO AN IGUANA HE WAS EXPERIMENTING WITH!

FED -- ? HEY! MAYBE THAT'S THE SOLUTION!

YOU AND BILLY SIT TIGHT, MRS. C! I'LL BRING YOUR HUSBAND HOME!

AND IF ALL GOES WELL, THIS TIME HE MAY BE CURED OF BECOMING THE *LIZARD* FOREVER!

OH, IF ONLY THAT WERE POSSIBLE!

IT IS, MOM! SPIDER-MAN'S ALWAYS KEPT HIS WORD TO US!

MUCH LATER, A COLORFUL FIGURE SWINGS OVER THE ESU CAMPUS...

THE ENERVATOR'S GOT TO BE THE KEY!

DOC CONNORS ONCE MODIFIED IT TO GIVE ME ENERGY AFTER KINGPIN'S VITA-DRAIN STOLE MY LIFE-FORCE!*

AND IT OBVIOUSLY DRAINED THE DOC'S ENERGIES AND FED THEM TO THE IGUANA --

*SEE AMAZING SPIDER-MAN #164.-- AL.

--THEN BOOSTED THE DOC'S OWN WANING STRENGTH TO TURN HIM INTO THE LIZARD!

IT'S A GOOD THING PETER PARKER KEEPS A SPARE SET OF CLOTHES IN HIS LOCKER--

--BECAUSE FOLKS MIGHT WONDER WHAT *SPIDER-MAN* IS DOING INSIDE ESU'S PHYSICS BUILDING AT SEVEN O'CLOCK IN THE MORNING--

--BUT THEY'LL JUST ASSUME THAT *PETER PARKER* IS HERE TO CATCH UP ON HIS STUDIES!

BUT AS PETE RACES AROUND A CORNER...

DR. SLOAN!

WHAT IN SAM HILL--?!

WELL, MR. PARKER-- WE MEET AGAIN!

I'M TERRIBLY SORRY, DOCTOR! IT'S JUST THAT I WAS IN A RUSH --

THAT SEEMS TO BE YOUR PERPETUAL STATE, YOUNG MAN!

BUT EAGERNESS TO FURTHER ONE'S STUDIES SHOULD BE ENCOURAGED! GO ABOUT YOUR BUSINESS, MY BOY!

FANTASTIC! HE'S NOT EVEN UPSET! GRADUATE SCHOOL IS GOING TO BE A PICNIC WITH A DEPARTMENT HEAD LIKE DR. SLOAN!

BUT, AS PETER PARKER "GOES ABOUT HIS BUSINESS"...

PARKER'S AS BRIGHT AS THEY COME!

IF HE EVEN GUESSED WHY I WAS IN THE BUILDING THIS EARLY--!

BUT HOW COULD HE-- HOW COULD **ANYONE** GUESS ..

...THAT WITHIN HOURS I WILL BE THE MOST FAMOUS **BIOPHYSICIST** ALIVE?!

SINCE DR. SLOAN OFFERS NO EXPLANATION OF HIS THOUGHTS--

--WE'LL HAVE TO TAKE THEM AT FACE VALUE AS WE REJOIN PETER PARKER IN THE RESEARCH LAB OF DR. CURTIS CONNORS!

NOTHING'S CHANGED IN HERE SINCE YESTERDAY!

EXCEPT THAT DOC CONNORS IS NOW THE LETHAL **LIZARD**--

--AND ALL BECAUSE HE TURNED HIS *ENERVATOR* ON HIMSELF!

WELL, PARKER-- YOU'RE SUPPOSED TO BE SOME KIND OF SCIENTIFIC WHIZ!

LET'S SEE YOU PROVE IT BY REVERSING THE PROCESS THAT TURNED A DEDICATED RESEARCH SCIENTIST--

--INTO A RAGING REPTILE!

OKAY, SO I CAN'T LURE THE LIZARD OR THE IGUANA BACK HERE TO PUT MY THEORY TO THE TEST!

230 Amp WELDER

SO I'VE GOTTA BRING THE ENERVATOR TO THEM-- BY DISASSEMLING ITS MAIN COMPONENTS...

...AND REBUILDING IT INTO A PORTABLE UNIT THAT I CAN CARRY.

FINE! THE LEFT WRIST-UNIT SIPHONS ENERGY, WHILE THE RIGHT REFOCUSES IT!

BUT WILL IT WORK? THERE'S THE RUB!

WELL, THE ONLY WAY TO FIND OUT IS BY TRYING, SO I'D BETTER--! HUH? SOMEBODY'S COMING!

GETTING AN EARLY START FOR A CHANGE, MR. PARKER?

MARCY KANE! UH--HI! I HAD SOME WORK TO FINISH UP!

BUT I WAS JUST LEAVING!

I ASSUME THAT MEANS YOU'VE FORGOTTEN THAT YOU'RE SCHEDULED TO ASSIST DURING THE CHEM LECTURE THIS MORNING?

GOSH, MARCY--I HAD FORGOTTEN. LOOK, SOMETHING IMPORTANT'S COME UP! CAN'T YOU COVER FOR ME?

NOT ON YOUR LIFE, MR. PARKER!

DR. SLOAN, OUR NEW TEACHING-ASSISTANT CONTINUALLY SHIRKS HIS DUTIES!

NONSENSE, MS. KANE! THE LAD WAS HERE EARLY THIS MORNING! THERE'S NO HARM IN YOUR COVERING FOR HIM THIS ONCE!

BUT, DOCTOR--?!

YOU'LL ASSIST *ME* THIS MORNING, MARCY!

BESIDES, I'D RATHER HAVE PETER PARKER *OFF* CAMPUS THAN ON, IN CASE HE SAW WHAT I'VE HIDDEN IN MY LAB!

I DON'T KNOW HOW YOU GET AWAY WITH IT, MR. PARKER -- BUT I'LL HAVE YOU KNOW I FOUGHT TOOTH-AND-NAIL FOR MY SCHOLARSHIP TO ESU! I GOT WHERE I AM BY HARD WORK!

BUT YOU--! SCIENCE COMES NATURALLY TO YOU, AND YET YOU ACT AS IF IT'S THE LAST THING IN THE WORLD THAT INTERESTS YOU! GOOD DAY, MR. PARKER!

MARCY'S WRONG ABOUT ME--

ROOF

--BUT I HAVEN'T GOT THE TIME TO STRAIGHTEN HER OUT RIGHT NOW!

NOT WITH DR. CONNORS IN TROUBLE!

I'VE GOT NO IDEA WHERE HE AND THE IGUANA ENDED UP--

--BUT I'LL SCOUR ALL OF MANHATTAN IF I HAVE TO!

SOONER OR LATER MY SPIDER-SENSE WILL GUIDE ME TO THEM!

WEBBING HIS STREET-CLOTHES BENEATH A LEDGE, SPIDER-MAN SWINGS OFF...

AND, HOURS LATER, IT IS A COLORFUL FIGURE WHO ARCS THROUGH THE MANHATTAN SKY, LIMNED AGAINST THE DAYLIT EAST RIVER!

I DID SOME SURREPTITIOUS PEEKING AT THE CITY WATER DEPARTMENT'S RECORDS AND FOUND THAT MOST EAST SIDE SEWAGE LINES END HERE...

...AT THE EAST RIVER *WATER PURIFICATION PLANT!*

IF THE TERROR-TWINS WERE SWEPT INTO THE PLANT--

IT WOULD BE A LOGICAL PLACE TO LAY LOW TILL NIGHTFALL!

"LOGICAL BECAUSE OF THE IGUANA'S HATRED OF *LIGHT!*"*

*SEE LAST ISH. --AL.

WELL, IT'S A POSSIBILITY, ANYWAY, SO I'D BETTER CHECK IT OUT!

CLINGING TO THE CEILING LIKE THE INSECT THAT IS HIS NAMESAKE, THE SPECTACULAR SPIDER-MAN CAUTIOUSLY EXPLORES AMIDST THE PULSATING MACHINERY OF THE WATER PURIFICATION PLANT.

LORD, THE STENCH OF RAW SEWAGE IS OVERPOWERING!

IF THE LIZARD'S HERE, HE MUST FEEL RIGHT AT HOME!

IT'S AS BAD AS THE FETID FLORIDA SWAMPS HE USED TO HAUNT!*

*REMEMBER THE CLASSIC AMAZ. SPIDER-MAN #6?-- AL.

HOLD ON! SPIDER-SENSE IS TINGLING LIKE A BAD CASE OF HIVES!

THIS IS *IT!*

BUT I WANT TO BRING THE IGUANA AND THE LIZARD OUT INTO THE OPEN--SO I'LL LET THEM ATTACK ME!

INSIPID INSECT! DO YOU HOLD YOUR LIFE IN SUCH LOW REGARD--

--THAT YOU THROW IT AWAY BY CHALLENGING ONE MIGHTIER THAN YOU!?

SHEESH! NOW I KNOW THE LIZARD IS HERE WITH YOU! ONLY HE EVER SPEWED DIALOGUE AS ATROCIOUS AS THAT!

THE LIZARD IS HERE--BUT YOU WILL NOT LIVE TO CONFRONT HIM!

WHAT ARE YOU--HIS PERSONAL SECRETARY? BESIDES, I THOUGHT YOU GUYS HATED EACH OTHER MORE THAN YOU HATE ME?!

HE ALMOST SMASHED THE ***ENERVATOR*** WHEN HE THREW ME TO THE FLOOR! GOTTA GET HIM OFF ME!

BUT WHERE'S THE LIZARD? MY PLAN WON'T WORK UNLESS I GET BOTH HIM AND THE IGUANA TOGETHER!

WHOA! SPIDER-SENSE IS GOING WILD!

BEHIND ME--

--IT'S HIM!!

NOW, IGUANA! PUSH SPIDER-MAN BACK INTO MY GRASP!

SO YOU TWO HAVE PATCHED UP YOUR DIFFERENCES, HUH?

I THOUGHT THAT MIGHT HAPPEN AFTER YOU SPENT A FEW HOURS ALONE TOGETHER!

THERE IS NO REASON FOR US TO FIGHT EACH OTHER, INSECT!

AFTER ALL, WE ARE PRACTICALLY THE ***SAME*** BEING!

AND IT IS THE WARM-BLOODED ONES --THE MAMMALS --THAT ARE OUR REAL ENEMY!

MEANING MAMMALS LIKE ME, I SUPPOSE?

MEANING ***ESPECIALLY*** MAMMALS LIKE YOU, SPIDER-MAN!

TAKE HIM, IGUANA! ***NOW!!***

TSK! CLUMSY UGLIES, AREN'T YOU?

BUT I SUPPOSE I SHOULD BE GRATEFUL FOR YOUR APPALLING LACK OF COORDINATION!

KWOM

AFTER ALL NOW YOU'RE IN THE PRECISE POSITION NECESSARY--

--FOR ME TO ZAP YOU WITH THE *PORTABLE ENERVATOR* I WHIPPED UP!

NO! SPIDER-MAN HAS BROUGHT CONNORS' CHANGE-DEVICE!

THE LIGHT! IT BURNS MY EYES--BRINGS PAIN!

S-SMASH SPIDER-MAN, IGUANA! SMASH HIM BEFORE--

--BEFORE HE RETURNS THE HATED--

I--I AM GETTING WEAKER! HARD TO STAND!

WHILE I SUDDENLY FEEL EVEN MORE POWERFUL!

NOT EVEN THE ACCURSED *LIGHT* BOTHERS ME NOW!

--CONNORS! I'M *CURT CONNORS* AGAIN!

GRAGHH! THE LIZARD IS GONE -- AND THE CONNORS MAMMAL HAS LOST CONSCIOUSNESS!

YET I BURN! I BURN WITH POWER FAR BEYOND ANY I HAVE YET KNOWN!

YOU WANTED THE POWER OF THE LIZARD, IGUANA!

THE ENER-VATOR'S TRANS-FERRING IT TO YOU --IN SPADES!

SOON, DOC CONNORS WILL LOSE EVERY *TRACE* OF HIS LETHAL COUNTER-PART--

--AND YOU WILL HAVE ABSORBED IT ALL! THINK YOU CAN HANDLE IT?

I AM THE *IGUANA!* YOU'VE GIVEN ME THE POWER, MAMMAL--

--TO *CRUSH* YOU AND YOUR RACE!

I BURN WITH THE POWER! I AM ON FIRE WITH THE POWER! T-TOO MUCH POWER...

SPIDER-MAN! WHAT--?!

KEEP YOUR HEAD DOWN, DOC! I HAVE A HUNCH ANY SECOND NOW WE'RE GONNA HEAR A --

SSKRIEEE

FZLASH!

IS IT OVER? WAS THAT THE END OF THE IGUANA?

LOOKS THAT WAY, DOC! AND, IF I FIGURED RIGHT, IT MAY HAVE BEEN THE END OF THE *LIZARD* AS WELL!

WHAT DO YOU MEAN, SPIDER-MAN? YOU MUST TELL ME!

I SIPHONED ALL OF THE LIZARD'S LIFE-ENERGY FROM YOU AND TRANSFERRED IT TO THE IGUANA!

ALL OF IT?

EVERY IOTA! THERE SHOULDN'T BE A TRACE OF *LIZARDNESS* LEFT IN YOU!

TH-THEN, FOR THE FIRST TIME IN YEARS, I'M FREE OF THE *NIGHTMARE* THAT'S HAUNTED ME!?!

N.Y.C.D.W.P.

YEP! FREE TO GO BACK TO YOUR FAMILY AND YOUR WORK KNOWING YOU'LL NEVER BE BOTHERED BY THE *LIZARD*--

--OR THE *IGUANA* EVER AGAIN!

HSSS

NEXT ISSUE: **COLLEGE DAZE!**

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PETER PARKER, THE SPECTACULAR SPIDER-MAN

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ALL-NEW OFFBEAT EXCITEMENT!

WHO DARES ENTER THE LABYRINTH!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!

TONY ISABELLA / GUEST WRITER | LEE ELIAS & MIKE ESPOSITO / GUEST ARTISTS | CLEM ROBINS / LETTERER | BOB SHAREN / COLORIST | J. SHOOTER / EDITOR

IMAGINE: SOMETHING HIDEOUSLY OBSCENE, SOMETHING UNSPEAKABLY VILE, WORMING ITS WAY INTO YOUR VERY MIND.

ARRGH!

MULTIPLY THAT AGONY A HUNDREDFOLD.

THEN, IF YOU HAVE HALF THE SENSITIVITY THAT YOU BELIEVE YOURSELF TO POSSESS, YOU WILL BEGIN TO APPRECIATE THE PAIN SLICING THROUGH SPIDER-MAN'S BRAIN THIS FATEFUL EVENING!

AND YOU, LIKE SPIDER-MAN, WILL FEAR THAT YOU WILL NEVER FORGET THE SHEER HORROR OF THIS MOMENT!

LABYRINTH

LG352

NO! I NEVER STOPPED TO CONSIDER THAT HE MIGHT BE SEVERAL STORIES ABOVE THE STREET WHEN I STRUCK!

IF HE FALLS TO HIS DEATH, I'LL BE ROBBED OF THE REVENGE I PLANNED.

Whew! PAIN'S EASED UP--BUT MY SPIDER-SENSE IS GOING CRAZY--AS IF I WERE BEING ATTACKED FROM A DOZEN DIRECTIONS AT ONCE!

BUT THAT'LL BE THE LEAST OF MY PROBLEMS IF I DON'T MAKE WITH SOME FAST WEB-SLINGING!

THWIP

I ONLY HOPE MY AIM ISN'T AS SHAKY AS MY THOUGHTS ARE--OR I'M GONNA BE IN BIG TROUBLE!

LORD! I DIDN'T MAKE THE LINE TAUT ENOUGH TO BREAK MY FALL!

MY ONLY CHANCE IS TO SOMEHOW TWIST TO THE SIDE AND--

UNGHH!

SMASH

-'GROAN!' I SUPPOSE I SHOULD BE *GRATEFUL* THAT I DIDN'T GET MY-SELF CUT TO RIBBONS WHEN I CAME *THROUGH* THIS WINDOW!

--BUT RIGHT NOW MY HEAD'S IN SUCH AGONY THAT *THAT* SEEMS LIKE A PLEASANT ALTERNATIVE!

I'VE NEVER *FELT* PAIN LIKE THIS BEFORE!

DON'T *WORRY*, WALL-CRAWLER! I'M *SURE* WE CAN FIND YOU A COUPLE OF *ASPIRIN*--

--AFTER WE BOOK YOU FOR *ATTEMPTED BURGLARY!*

EH?

RAISE 'EM, *MISTER!*

EASY ON THOSE *TRIGGER* FINGERS, FELLAS. I'VE GOT THIS *THING* ABOUT GETTING BULLET HOLES IN MY SPIDEY-SUIT--

--ESPECIALLY WHILE I'M *WEARING* IT!

A HASSLE WITH NEW YORK'S FINEST I DON'T *NEED* RIGHT NOW. SO I'LL JUST PLUG THEIR GUN BARRELS WITH MY *WEBBING* AND BE ON MY MERRY--

W-AAAGHH!

HEAR ME, SPIDER-MAN! I SHALL NOT ALLOW *ANYONE* TO INTERFERE WITH *MY PLANS* FOR YOU!

KILL THEM!

L-LOOK AT THE WAY HE'S *COMING* AT US! SPIDER-MAN IS OUT FOR *BLOOD* THIS TIME!

OUR BLOOD!

WHAMM

OH MY GOD!

WHAT'S HAPPENING TO ME? IF I HADN'T PULLED THAT PUNCH AT THE LAST MOMENT, I WOULD'VE KILLED THESE MEN!

AM I LOSING MY MIND?

OF COURSE NOT, YOU MISERABLE FOOL--MERELY YOUR INDEPENDENT CONTROL OF THAT INSIGNIFICANT ORGAN!

THE PAIN--IT'S BACK--WORSE THAN EVER! BUT NOW I KNOW WHAT IT IS!

SOME MIND-SUCKING WEASEL IS DOING HIS DARNEDEST TO TURN ME INTO HIS OWN PERSONAL SLAVE!

BUT IT'S NOT GONNA WORK--

I'M A MAN--NOT SOME CRUMMY PUPPET!

I WOULD FIND THAT SOMEWHAT EASIER TO BELIEVE, SPIDER-MAN, IF YOU DID NOT RESPOND SO EAGERLY TO MY EVERY WHIM--NOW, HURL YOURSELF AGAINST THE WALL!

UNNNNH!

TAKE *HEED*, ARACHNID. HAD I SO *WISHED*, I COULD HAVE COMMANDED YOU TO BATTER YOURSELF AGAINST THAT WALL UNTIL YOUR EVERY *BONE* WAS REDUCED TO MERE *POWDER*.

I HOPE YOU'RE NOT EXPECTING ME TO *THANK* YOU.

HARDLY. HOWEVER, I *DO* EXPECT YOU TO FOLLOW MY THOUGHTS TO YOUR *FINAL* DESTINATION--THE PLACE WHERE THE WRONGS YOU VISITED UPON ME SHALL AT LAST BE *AVENGED*!

I'M ON MY *WAY*, CHUCKLES...

I JUST HOPE YOUR *INSURANCE* IS PAID UP!

BUT THE AIR OF CONFIDENCE THAT CARRIES OUR WEB-SWINGING WONDER FROM MANHATTAN TO QUEENS IN RECORD TIME IS ABRUPTLY SHATTERED...

...WHEN HE *REACHES HIS DESTINATION*!

THIS IS *FLASH THOMPSON'S* NEIGHBORHOOD--BUT IT HASN'T LOOKED THIS DESERTED IN *YEARS*!

I'VE GOT A BAD *FEELING* ABOUT THIS!

THIS RUN-DOWN SHACK WAS FLATTENED *AGES* AGO! THEY WERE GOING TO BUILD SOME *HIGH-RISES* HERE!

THEY *DID* BUILD SOME HIGH-RISES HERE!

SO HOW COME *THIS* HORROR HOTEL IS STILL STANDING? JUST AS *SOLID* AS IT WAS THE NIGHT I FOUGHT--

YOU!

WELCOME TO *RETRIBUTION*, SPIDER-MAN!

CHAPTER 2 into the MAZE of MADNESS

THERE'S NO NEED FOR *DRAMATICS*, SPIDER-MAN, OR DO YOU *FEAR* TO CALL ME BY THE NAME *OTHER* FOOLS HAVE GIVEN ME--

--THE MINDWORM!

I DON'T CARE IF THEY CALL YOU *JIMMY CARTER*, ACE. I'M JUST HERE TO PAY YOU BACK FOR THAT LITTLE *MIND-TRIP* YOU PUT ME THROUGH TONIGHT--

--AND TO MAKE SURE YOU NEVER TRY IT AGAIN!

THWIP

THWIP

AND HOW DO YOU PROPOSE TO *ACCOMPLISH* THAT TASK, MY *ANGRY* YOUNG MAN--

--WHEN I CAN BEST YOUR *GREATEST* WEAPON WITH NO MORE EFFORT THAN *YOU* WOULD EXPEND TO SWAT A *FLY*?

FEEL MY POWER-- AND *KNOW* THAT ONE WHO WAS BORN A *FREAK* HAS GROWN INTO SOMETHING FAR *MORE* TERRIFYING!

SHZAK

"A PSYCHIC PARASITE, THEY CALLED ME, BECAUSE OF MY ABILITY TO GAIN STRENGTH FROM THE MINDS AND SOULS OF THE PEOPLE WHO LIVED WITHIN RANGE OF MY POWER.*

*AS SHOWN IN SPIDER-MAN #138.-- JIM.

"ALL I WANTED WAS TO LIVE UNDISTURBED--WITH ALL THOSE PEOPLE FEEDING ME WITH THEIR EMOTIONS AND THOUGHTS!

"THEN YOU CAME HERE-- YOUR MIND SO FILLED WITH EMOTION THAT I COULD HEAR YOU IN MY OWN MIND!

"THAT'S WHY I HAD TO DESTROY YOU--SO I WOULDN'T HEAR YOUR MIND ANYMORE! BUT YOU STRUCK FIRST--

"--AND THEN I COULDN'T HEAR ANYTHING!

"DO YOU REMEMBER WHAT HAPPENED NEXT, HATED ONE? I STAGGERED OUT INTO THE NIGHT LIKE A MAN GONE BLIND. YOUR ATTACK HAD SHATTERED MY MENTAL LINK TO THOSE WHOSE MINDS FED ME.

"I'D ALWAYS BEEN ALONE, BUT THE TORMENT OF THAT MOMENT WAS MORE THAN I COULD BEAR! THOUGH SURROUNDED BY HUMANITY, I WAS UNABLE TO DRAW UPON THEIR THOUGHTS FOR SUSTENANCE.

"I WAS LITERALLY STARVING TO DEATH!

"I GREW WEAKER. THE AUTHORITIES RUSHED ME TO A NEARBY HOSPITAL... BUT THOUGH THE DOCTORS WERE ABLE TO PREVENT MY UNTIMELY DEATH--

"--THEY WERE UNABLE TO RESTORE MY VITALITY.

"FOR MONTHS I LAY THERE, KEPT ALIVE BY THE COLD MACHINES SURROUNDING ME. THE DOCTORS THOUGHT I WOULD REMAIN THUS, BUT I WOULD NOT SURRENDER TO MY ACCURSED WEAKNESS.

"DENIED NOURISHMENT FROM WITHOUT, I FOCUSED ALL MY EFFORTS ON THE MIND WITHIN MY USELESS SHELL OF A BODY.

I FOUND NEW STRENGTH THERE, SPIDER-MAN, BEYOND ANY I HAD PREVIOUSLY POSSESSED! MY WILL TORE THROUGH THE BARRIERS THAT KEEP MOST MEN FROM USING THEIR FULL BRAIN CAPACITY!

I HAD BEEN REBORN--

"--AND I WOULD BE FREE!

"BUT WHAT GOOD WAS FREEDOM WHEN IT MEANT LIVING AMONG CREATURES WHO WERE AS FAR BENEATH ME AS AN APE IS BENEATH AN ORDINARY HUMAN BEING?

"I WAS STILL ALONE--MORE FRIGHTFULLY ALONE THAN ANY MAN HAS BEEN SINCE THE VERY DAWN OF TIME!

AND IT WAS YOU WHO CONDEMNED ME TO THIS LIVING HELL, SPIDER-MAN!

AAK

AARRGH!

I THOUGHT I COULD BUY MYSELF TIME TO CATCH MY *BREATH* BY LETTING MINDY RATTLE *ON*--BUT HE RAN OUT OF *STORY* BEFORE I RAN OUT OF *HURT*!

AND HE'S GETTING READY FOR ANOTHER BLAST *NOW*!

PREPARE YOURSELF, MANLING! THE TIME HAS *COME*! YOUR PUNISHMENT AWAITS *BELOW*!

YOW!

THAT WASN'T MUCH OF A *FALL*--WHICH MEANS MINDY HAS SOME *OTHER* NASTY SURPRISES IN STORE FOR ME DOWN HERE.

KLEK KLEK KLEK KLEK KLEK

HMMM--SOMETHING *WICKED* THIS WAY COMES?

NO, IT'S A *WOMAN*--AND SHE LOOKS LIKE SHE'S BEEN SCARED HALF TO *DEATH*!

SPIDER-MAN!

THANK *HEAVEN*, IT'S YOU!

TAKE IT *EASY*, MA'AM --AT LEAST UNTIL YOU TELL ME HOW *YOU* FIT INTO THE MIND-WORM'S LITTLE MELODRAMA.

I'M *DR. JOYCE PHILLIPS*. MR. TURNER --THE MINDWORM--WAS MY *PATIENT* AT THE TIME HE ESCAPED FROM THE CLINIC.

YOU'LL GET USED TO MINDY'S WINNING *WAYS* DOC. I JUST WONDER WHY HE DUMPED US IN THIS POOR MAN'S *LABYRINTH*.

MAYBE I CAN *EXPLAIN*. YOU SEE, H--

NOOOOO!

HOO BOY!

RUN FOR IT, DOC! I DON'T KNOW IF MY WEB-SHIELD CAN *HOLD* THESE MONSTERS!

B-BUT...

MOVE IT!

I--I WAS TOO *SLOW*! ONE OF THEM GOT *PAST* SPIDER-MAN--

--AND NOW IT'S AFTER *ME*!

MEANWHILE...

UNNGH! LOOKS LIKE *MICKEY* HERE HAS DECIDED THAT I'M TONIGHT'S *DINNER*!

WELL, I HATE TO *DISAPPOINT* HIM--

--BUT MY AUNT MAY DIDN'T RAISE ME TO BE HOT *LUNCH* FOR A COUPLE OF OVERGROWN *MICE!*

THWAM!

EEEEE

THE DOCTOR!

THE *FETID* BREATH OF THE CREATURE--THE *SLAVERING* JAWS--**THESE** ARE THE IMPRESSIONS THAT FILL DR. PHILLIPS' SENSES AS SHE COWERS AGAINST THE UNFEELING **STONE.**

SHE BELIEVES SHE WILL *DIE* HERE.

ANOTHER FEW SECONDS AND SHE *WOULD* HAVE.

SPIDER-MAN!

THE *STRUGGLE* IS *BRUTALLY SAVAGE...*

*...AND MERCIFULLY **BRIEF.***

KRAK

ARE YOU OKAY, DOC? YOU DON'T LOOK SO GOOD.

I--I'LL BE ALL RIGHT, BUT I *THINK* I'VE FIGURED OUT WHAT'S GOING ON HERE. WHEN THE MIND-WORM WAS JUST A CHILD, HE WAS BADLY *BITTEN* BY A RAT.

I DON'T *FOLLOW* YOU, DOC.

I'M NOT A *MEDICAL* DOCTOR, SPIDER-MAN. I'M A *PSYCHOLOGIST.* WHEN THE CLINIC BECAME AWARE OF THE MINDWORM'S *SPECIAL* PROBLEMS, I WAS CALLED IN TO HELP HIM *ACCEPT* HIS UNIQUENESS.

IT WASN'T GOING *WELL.*

MR. TURNER IS AN EXTREMELY *TROUBLED* MAN. HE'S AS CONFUSED ABOUT HIMSELF AS *WE* ARE. IN FACT, IF I HAD TO DRAW YOU A *PICTURE* OF OF HIS PRESENT MENTAL STATE--

--IT WOULD LOOK LIKE THIS *LABYRINTH!*

YOU MEAN WE'RE TRAPPED INSIDE HIS *NEUROSES?*

SOMETHING LIKE THAT--AND I'M AFRAID THE *WORST* IS YET TO COME!

AND, AS IF ON CUE...

DOC...WHERE IS THIS *WIND* COMING FROM?

THERE IS NO ANSWER...

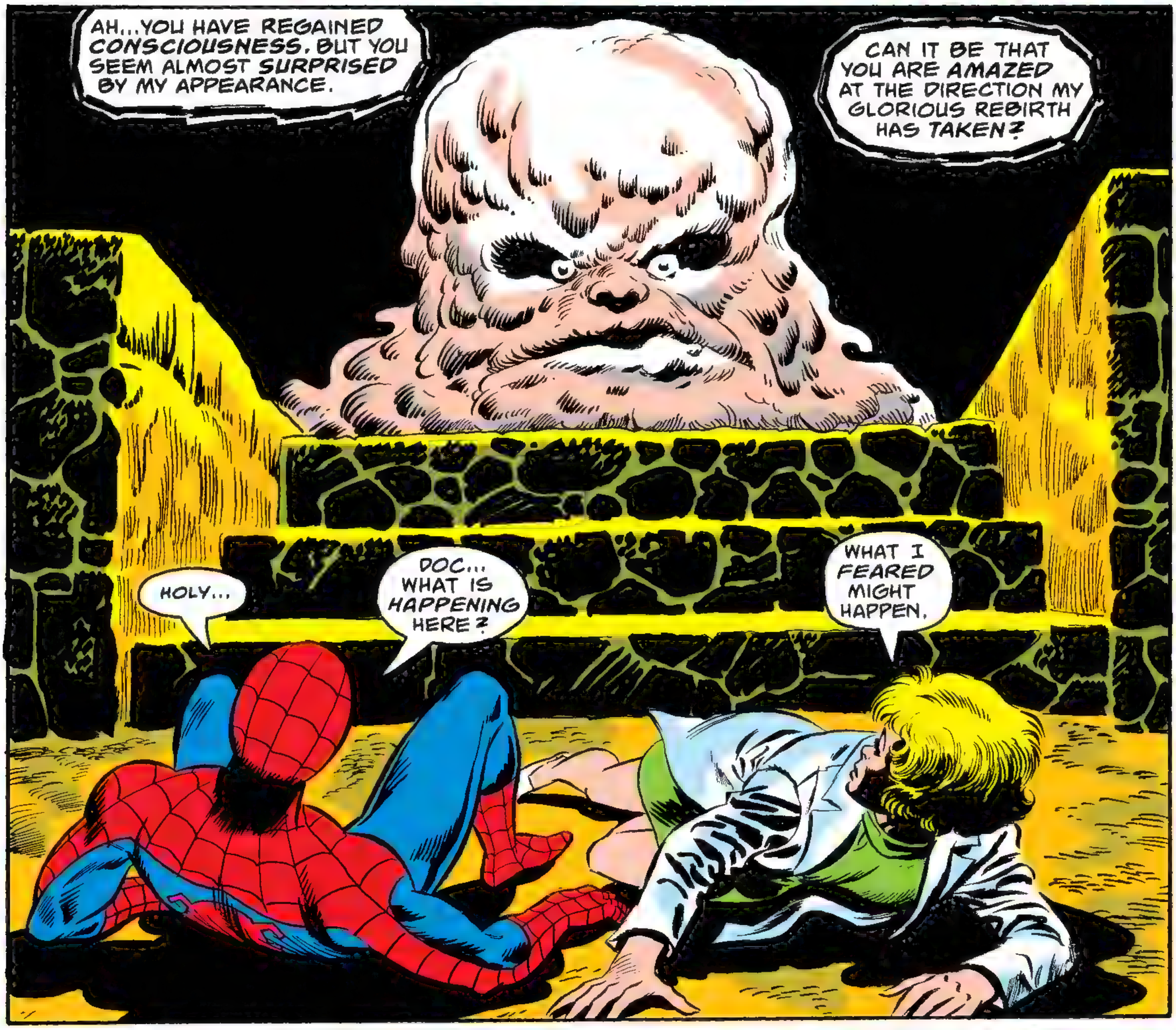
...SAVE A BLAST OF HURRICANE PROPORTIONS...

BRA-KOW!

...AND THE SHRIEKING WINDS THAT CARRY THE NEAR-SENSELESS PAIR TO A CREATURE THAT AWAITS THEM EAGERLY...

...HUNGRILY!

CHAPTER 3 THE ONCE AND FUTURE MINDWORM



SORRY, MUSHMIND, BUT I DRAW THE *LINE* AT DEBATING PHILOSOPHY WITH CERTIFIED *PSYCHOS*--

STRAKK

ZAK!

--AND NO MATTER *HOW* SORRY I MIGHT FEEL FOR A JOE AS MESSED UP AS *YOU* ARE--

--THERE'S JUST SOMETHING ABOUT THAT "*EXTERMINATING LESSER BEINGS*" LINE THAT STICKS IN MY CRAW--

--AND MAKES ME JUST PLAIN *MAD!*

KRAK!

FOOL! THIS PROTOPLASMIC FORM MERELY *HOUSES* MY MIND! YOU CAN'T HARM BY ATTACKING *IT!*

UNGH!

BUT I CAN MOST *ASSUREDLY* HARM YOU!

HE'S NOT *KIDDING*, EITHER! THOSE BRAIN-BLASTS HIT WITH THE FORCE OF YOUR AVERAGE *EARTHQUAKE!*

AND TO MAKE A BAD SITUATION EVEN *CRUMMIER*, HE DOES A PRETTY HAIRY '*DOC OCK*' IMPRESSION, TOO!

COULDN'T MOVE FAST ENOUGH!

THE MINDWORM'S GOT ME!

WAS THERE EVER ANY DOUBT? EVEN YOUR SWIFTNESS PALES BESIDE THE SPEED OF THOUGHT!

MAYBE SO, ACE--BUT THERE'S A REAL BIG DIFFERENCE BETWEEN CATCHING YOUR FRIENDLY NEIGHBORHOOD WALL-CRAWLER--

--AND HOLDING ON TO HIM!

SPLOKT

WILL YOU NEVER LEARN?

ARRGH!

HE'S ATTACKING YOU THROUGH YOUR MIND, SPIDER-MAN! YOU CAN'T DEFEAT HIM ON A PHYSICAL LEVEL!

YOU'VE GOT TO REMIND HIM THAT HE'S HUMAN!

SHE'S RIGHT! IF THE MINDWORM CAN READ MY THOUGHTS, I SHOULD BE ABLE TO ATTACK HIM THE SAME WAY!

BUT CAN I SURVIVE LONG ENOUGH TO GET THROUGH TO HIM?

I DOUBT IT VERY MUCH, SPIDER-MAN!

AFTER ALL, YOU'RE ONLY HUMAN!

HHUUNNFF!

AND WHAT DO YOU THINK YOU ARE, JERKO? DO YOU THINK YOU CAN QUIT THE HUMAN RACE WHENEVER YOU FEEL LIKE IT?

UH-UH, PALLY! YOU'RE STUCK WITH THE REST OF US POOR SLOBS FROM CRADLE TO GRAVE!

DIDN'T YOUR PARENTS EVER TELL YOU ABOUT THAT?

MY PARENTS?!

HOW DARE YOU MENTION MY PARENTS?!

ARRRH!

IT WASN'T MY FAULT THAT THEY DIED! I WAS JUST A CHILD! I COULDN'T CONTROL MY POWER!

I DIDN'T WANT TO DRAIN THEIR STRENGTH!

I DIDN'T WANT TO KILL THEM!

YOU'VE DONE IT, SPIDER-MAN. YOU CUT TO THE HEART OF HIS ALIENATION: HIS GUILT OVER THE DEATH OF HIS PARENTS!

LUCKY ME! EVERY BONE IN MY BODY FEELS LIKE IT'S BEEN USED FOR BATTING PRACTISE!

LOOK! HE'S REGAINED HIS HUMAN FORM!

HIS PARENTS:

HE RECALLS THEM WITH ALARMING CLARITY. HE REMEMBERS THEM FOR THEIR DREAMS AND THEIR FAILURES, THEIR SORROW AND THEIR LAUGHTER... THE THINGS MANKIND IS HEIR TO.

ALL THE THINGS HE IS HEIR TO.

HE LOOKS TO THE HEAVENS LIKE A BLIND MAN WHO'S SUDDENLY BEEN GIVEN SIGHT...

...AND THEN HE IS GONE.

IT'S OVER, JOYCE. IT'S ACTUALLY OVER. IN THIS MADMAN'S MAZE, I FINALLY CAME TO GRIPS WITH A DEADLY FOE--

--AND DEFEATED HIM FOR ALL TIME!

IT WAS ONLY A NIGHTMARE, HE TELLS HIMSELF AS HE AWAKENS IN AN ICY SWEAT.

HE ALMOST CONVINCES HIMSELF.

ALMOST...

FACE IT, PARKER! YOU DIDN'T GET UP AT FIVE IN THE MORNING JUST TO AIR YOUR COSTUME OUT!

YOU'VE GOT TO FIND OUT WHAT WENT DOWN TONIGHT OR YOU MAY NEVER SLEEP EASY AGAIN!

MANHATTAN PSYCHIATRIC HOSPITAL

AND THERE'S ONLY ONE PERSON YOU CAN GO TO FOR THE FACTS.

PRESENTLY...

THERE'S THE MINDWORM. I'D HEARD HE WAS BROUGHT HERE AFTER OUR BATTLE. AND THAT LOOKS LIKE JOYCE PHILLIPS WITH HIM. BUT IF SHE'S HIS PSYCHOLOGIST--

HOW COME SHE'S WEARING A NURSE'S UNIFORM?

I'LL SEE YOU TOMORROW NIGHT, WILLIAM. REMEMBER: YOU PROMISED TO HELP ME CRAM FOR MY PSYCH FINAL.

SHE'S LEAVING. NOW'S MY CHANCE TO ASK "WILLIAM" A FEW POINTED QUESTIONS.

THEN BY ALL MEANS ASK THEM, SPIDER-MAN,

SO YOU CAN READ MY THOUGHTS. OKAY, I SHOULD'VE EXPECTED SOMETHING LIKE THAT, ANYWAY.

I'LL GET RIGHT TO THE POINT, TURNER. JUST WHAT HAPPENED TONIGHT? WAS IT REAL, OR JUST A DREAM?

I'M NOT REALLY SURE *MYSELF*. THERE'S SO LITTLE WE KNOW ABOUT THE ENTIRE *PHENOMENON* OF DREAMING, WHO CAN SAY WHERE DREAMS LEAVE OFF AND REALITY BEGINS? YET WHATEVER *DID* HAPPEN TO US THIS EVENING--

--IT'S OPENED UP A NEW *WORLD* ME.

BECAUSE YOU CAME FACE-TO-FACE WITH YOUR HANG-UPS IN SOME LUNATIC *NIGHTMARE*.

BECAUSE I BEAT THEM, SPIDER-MAN--

--WITH *YOUR* HELP!

I DIDN'T *INTEND* TO INVOLVE YOU IN MY STRUGGLE, BUT I DIDN'T HAVE ANY *CONSCIOUS* CONTROL OVER MY DREAM.

AND THE *NURSE*?

I DON'T REPAY KINDNESS WITH *PAIN*. SHE DOESN'T REMEMBER OUR SHARED NIGHTMARE... *NOW*.

I GUESS I *LEARNED* SOMETHING TONIGHT--SOMETHING *YOU'VE* KNOWN FOR A GOOD MANY YEARS:

WITH POWER COMES RESPON-SIBILITY.

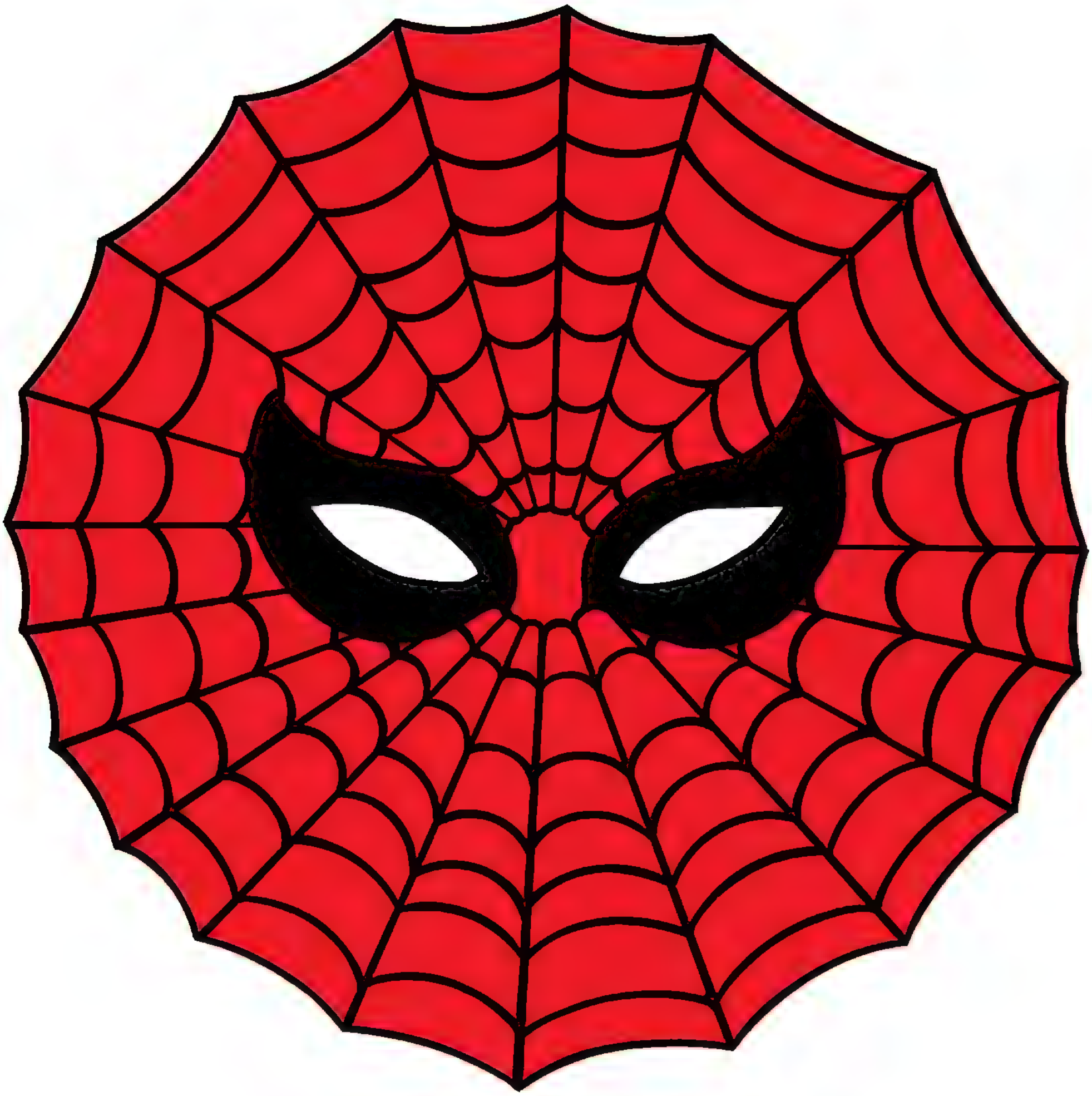
AND--FOR THE FIRST TIME IN MY LIFE--I'M READY TO *ACCEPT* THAT RESPONSIBILITY.

YOU *KNOW*, TURNER, I CAME HERE FIGURING TO PLASTER YOU ALL OVER THESE WALLS. SOMEHOW, THAT DOESN'T SEEM LIKE SUCH A GREAT *IDEA* ANY MORE.

GOOD *LUCK*, OKAY?

AND GOOD LUCK TO *YOU*... MY FRIEND.

the end.



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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

THE KILLER BEES OF... SWARM!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!

BILL MANTLO WRITER / JIM MOONEY ARTIST / MIKE ESPOSITO INKER / JIM NOVAK LETTERER / BEN SEAN COLORIST / JIM SHOOTER EDITOR-IN-CHIEF

THE LITTLE OLD LADY SCREAMED AND THE NEXT THING TONY 'GLOVES' ALONZO AND TERRY 'MOTORMOUTH' DOYLE KNEW, THE FIRST NATIONAL BANK WAS CRAWLING WITH COPS.

THEY BLASTED OUT TO THEIR GETAWAY VAN AND HEADED SOUTH ON THE DESERTED WEST SIDE HIGHWAY, THE LAW ON THEIR TAIL.

BRUDDA BRATAT

THE LAW...AND THE SPECTACULAR SPIDER-MAN!

KEEP SHOOTING, TERRY! WE'LL TAKE THE SCREWS WITH US IF WE GO!

LG556

ENTER: SWARM!

THE SOUND OF GUNFIRE CARRIED ALL THE WAY TO MY APARTMENT!

GOOD THING IT WOKE ME. I HAVE AN APPOINTMENT WITH MY DEPARTMENT CHAIRMAN TODAY, AND I FORGOT TO SET MY ALARM!

THE COPS HAVE STOPPED SHOOTING, GLOVES! I WONDER WHY? AW, WHO CARES? MAYBE THEY RAN OUTTA BULLETS!

BRATATATAT

BUT I AIN'T!

HOLY MACKEREL! THE POLICE STOPPED SHOOTING TO KEEP FROM HITTING ME AND THIS GUN-CRAZY LUNATIC ALMOST KILLED THEM!

POLICE

POLICE

SCREEEEEE

MUSIC TO MY EARS!

BOTH PATROL CARS ARE WASTED! DO I TAKE THOSE SCUM FROM HERE?

NO! GIVE SPIDER-MAN A CHANCE TO SHOW HIS STUFF!

THE POLICE COPTOR'S PULLING AWAY! IT'S UP TO ME NOW!

THE COPS ARE SPLITTING, GLOVES! WE BEAT 'EM!

DON'T BE A FOOL, MOTORMOUTH! THEY HAD US DEAD TO RIGHTS! THEY'RE UP TO SOMETHING, BUT I DON'T KNOW...

THWIP

WHA-A-A-AT?! SOME KIND OF -- WEBBING -- TEARING MY GAT FROM MY HAND?!

NO WONDER THE COPS STOPPED SHOOTING! WE GOT US A PASSENGER! SPIDER-MAN!

AND NO WONDER THEY CALL YOU MOTORMOUTH!

YOU WENT AND BLURTED OUT MY NAME WITHOUT EVEN GIVING YOUR PARTNER A CHANCE TO GUESS!

WHAT KIND OF GAME IS THAT NUT PLAYING?

MONOPOLY. THE COPS STOPPED YOUR HEIST BEFORE YOU COULD COLLECT $200 AND I'M HERE TO SEE THAT YOU GO DIRECTLY TO JAIL!

SHAKE HIM, GLOVES!

I'M TRYING, MOTORMOUTH, BUT HE'S STUCK LIKE GLUE!

THEN I'LL UNSTICK HIM! LET'S SEE HIM CLING--

"--WHILE IT RAINS LEAD IN HIS FACE!"

POW

PTOW

CUTE! MY SPIDER-SENSE WARNED ME JUST IN TIME!

I DIDN'T EXPECT MOTORMOUTH TO VENTILATE HIS VAN!

HE'S MOVED TO THE SIDE NOW, MOTORMOUTH!

WHOOPS! FORGOT THE SIDE-MIRROR!

GOTTA APPEAR TO ROLL OFF--

--WHILE I ACTUALLY CLIMB BACK UP TO THE ROOF OF THE VAN!

I DON'T SEE HIM, MOTORMOUTH!

NATCH! I MADE HIM SEE HE WASN'T WELCOME!

OH, I DON'T KNOW, FELLAS!

I'VE FELT LESS WANTED IN THE OFFICES OF THE DAILY BUGLE!

COMPARED TO THE WELCOME I GET FROM J. JONAH JAMESON YOU GUYS ARE DOWNRIGHT HOSPITABLE!

HE-- HE'S BACK!

PEELING THE ROOF BACK LIKE THE LID OF A SARDINE CAN!

WHY, HOW METAPHORIC, MOTORMOUTH! YOU'VE THE MAKINGS OF A POET -- YOU JUST DON'T KNOW IT!

WH-WHAT ARE YOU GONNA DO WITH ME?

REHABILITATE YOU PUNK!

SWOK

YOU'VE GOT REAL TALENT, MOTORMOUTH! QUITE A WAY WITH WORDS!

MAYBE IT'LL EVEN GET PUBLISHED IN THE PRISON NEWSPAPER!

SPIDER-MAN'S TAKEN DOYLE! RADIO GROUND COMMAND TO PICK HIM UP!

POLICE

NYC

YOUR FIRST ASSIGNMENT IS TO WRITE AN ESSAY ENTITLED: "MY MEETING WITH SPIDER-MAN!"

NOW IT'S YOUR TURN, GLOVES! WHAT HIDDEN TALENTS DO YOU POSSESS?

I-- I... DRIVE!

REALLY? HOW ABOUT A DEMONSTRATION THEN?

B-BUT I CAN'T SEE! YOU'RE BLOCKING THE WINDSHIELD!

OH, OF COURSE! SILLY OF ME!

THERE! I'M NOT IN YOUR WAY NOW, AM I?

Y-YOU'RE CRAZY! I'M HEADING RIGHT FOR THE RETAINING WALL! GOING TOO FAST TO STOP!

I'M GONNA CRASH!

TSK-TSK! WHERE ARE THOSE NERVES OF STEEL DRIVERS ARE SUPPOSED TO HAVE?

THWIP!

LET'S FACE IT GLOVES-- A MARIO ANDRETTI YOU'RE NOT!

POLICE

S-SAVE ME!

WHAM!

PLOOSH!

SURE, I'LL SAVE YOU! EVEN PUNKS CAN BECOME USEFUL CITIZENS!

C-CAN'T WE MAKE A DEAL?

OKAY, YOU DEDICATE YOUR FIRST LICENSE PLATE TO ME--

--AND I'LL VISIT YOU ON LEAP YEARS!

HE'S ALL YOURS, BOYS! GIFT-WRAPPED AND COMPLIMENTS OF YOUR FRIENDLY NEIGH-BORHOOD SPIDER-MAN!

WAIT! HOW DO WE GET HIM DOWN??

SHEESH! WOULD YOU LIKE ME TO BOOK HIM FOR YOU, TOO? BUT, NOT TO WORRY-- MY WEBBING WILL DISSOLVE BY ITSELF IN A COUPLE OF HOURS!

HOURS? D-DID HE SAY HOURS?

WELL, I SUPPOSE WE COULD CALL FOR A HOOK-AND-LADDER UNIT...

AH, WHY BUG THE FIRE DEPARTMENT? WHY DON'T WE JUST WAIT TILL HE FALLS INTO OUR LAPS?

TONY 'GLOVES' ALONZO GROANS, WISHING THIS DAY WERE OVER.

WHILE, FOR OUR WEBBED WONDER, THE MORNING'S JUST GETTING UNDER WAY.

HAD TO SWING UNDER THE HIGHWAY-- GET AWAY FROM THOSE COPS!

SKIN FEELS HOT--DRY TO THE TOUCH!

NOW IT'S PASSING! AM I GETTING SICK? OR IS THE POLLUTION ON THE WEST SIDE HAVING AN EFFECT ON ME?

SURE! THAT MUST BE IT!

YOU SPEND YOUR TIME FIGHTING SUPER-VILLAINS AND YOU THINK YOU'RE IMMUNE TO CRUMMY AIR.

STILL, MAYBE I'D BETTER TAKE IT EASY! I'LL HITCH A RIDE ON THIS BUS, INSTEAD OF SWINGING UPTOWN.

17 BROADWA

THIS IS EMPIRE STATE UNIVERSITY.

AND THIS IS A TYPICAL SCENE IN THE OFFICE OF GRADUATE STUDIES, WHERE SOMETIME LATER...

OH, GOOD GRIEF! WHERE IN THE WORLD DID I PUT THAT STUPID SHOE?

I HAD IT JUST A MOMENT AGO...

THUNK

OOOHHHH!

WOW, DEBRA! I HEARD THAT THUNK ALL THE WAY OUT IN THE CORRIDOR! DOES IT HURT?

OF COURSE, IT HURTS! I'VE PROBABLY GOT A CONCUSSION!

WHAT WERE YOU LOOKING FOR, ANYWAY?

MY SHOE! I TOOK IT OFF AND NOW I CAN'T FIND IT!

UH, IS IT RED, HIGH-HEELED AND STRAPLESS?

WHY, YES!

THEN, SEARCH NO MORE, DEB! IT'S RIGHT THERE ON YOUR DESK.

OH! GEE, PETE -- YOU'RE A LIFESAVER!

JUST OBSERVANT. I'M HERE TO SEE DR. SLOAN, MY BIOPHYSICS CHAIRMAN.

HE'S BUSY IN HIS LAB, PETE. HE ASKED ME TO SHOW YOU TO YOUR CUBICLE.

AND TO INTRODUCE HIM TO HIS FELLOW TEACHING ASSISTANT AND BIOPHYSICS MAJOR WHO WILL UNDOUBTEDLY PROVE A BAD INFLUENCE ON HIM... GIVEN HALF THE CHANCE.

HI, PETE, I'M STEVE HOPKINS!

I'LL LET YOU TWO GET ACQUAINTED WHILE I GO SCROUNGE UP A TYPEWRITER FOR PETE.

HOW COME WE HAVEN'T MET BEFORE, STEVE?

I JUST TRANSFERRED TO ESU, PETE.

IT'S GOT THE BEST BIOPHYSICS DEPARTMENT IN THE EAST.

I KNOW. PROFESSORS LIKE DR. SLOAN AND DR. CURT CONNORS ARE ONE REASON I'M HERE.

BUT I DON'T START CLASSES UNTIL NEXT MONTH. I'VE BEEN ASSISTANT TEACHING AND WORKING AS A PHOTOGRAPHER FOR THE DAILY GLOBE TO PAY MY TUITION OVER THE SUMMER.

I'M HERE ON A SCIENCE SCHOLARSHIP. HEY, WANT TO MEET THE OTHER TA'S?*

SURE, BUT--?

LOOK OVER THE DIVIDER, MAN!

*TEACHING ASSISTANTS:-JS

THAT'S CHIP MARTIN!

HIS DAD'S AN IMPORTANT POLITICIAN SOMEWHERE UPSTATE. I'M GLAD YOU'RE FINALLY HERE-- SHARIN' THE OFFICE WITH HIM HAS BEEN LIKE VACATIONING IN A MORGUE!

KEEPS TO HIMSELF, HUH?

YOU GOT IT! A REAL COLD FISH-- LOST IN SOME DREAM-WORLD OF HIS OWN. MAYBE THIS'LL WAKE HIM UP.

STEVE, MAYBE WE SHOULDN'T BOTHER HIM...

AW, I'M JUST GONNA SHAKE HIM UP A LITTLE!

THE CRUMPLED WAD OF PAPER FLIES, ROUSING CHIP MARTIN QUITE...DRAMATICALLY!

WHAT IN BLAZES--?!

HOPKINS! BLAST YOU!

LEAVE ME ALONE! I'M WARNING YOU!

C'MON, STEVE. LET HIM HAVE HIS PRIVACY!

IT WAS JUST A JOKE! CRIPES, TALK ABOUT OVERREACTING...

WHEN MARTIN IS ALONE...

THE FOOL! I--I ALMOST LOST CONTROL! IF THAT HAD HAPPENED--

NO! I WON'T EVEN THINK OF IT!

ARE THERE ANY OTHER TA'S BESIDE ME, YOU, CHIP, AND MARCY KANE?

SO YOU'VE ALREADY MET THE ICE QUEEN, HUH?*

*PETE AND MARCY MET IN PPTSS #32. --JIM.

YEAH, THERE'S ALSO PHILLIP CHANG, TOUTED AS THE ORIENTAL EINSTEIN!

GOOD TO SEE YOU AGAIN, PETE!

PHILLIP CHANG! WOW! I HAVEN'T SEEN YOU SINCE--

SINCE THE ***WHITE DRAGON*** INTERRUPTED YOUR DINNER...

"...IN ORDER TO FORCE ME TO JOIN ONE OF THE NOTORIOUS ***DRAGON GANGS*** THAT CARRIED THEIR TERROR FROM HONG KONG TO CHINATOWN!

"I HAD RENOUNCED VIOLENCE AFTER THE TRAGIC DEATH OF MY PARENTS--

"--BUT IT TOOK THE INTERVENTION OF ***SPIDER-MAN*** TO BREAK THE WHITE DRAGON'S HOLD OVER ME FOREVER!"*

*SEE AMAZING SPIDER-MAN #184&185.--JIM.

WE ALL REPORT TO DR. SLOAN. HE'S THE COUNTRY'S FOREMOST ENTOMOLOGIST, A SPECIALIST IN INSECT BIOPHYSICS.

HMM. MY STUDIES WITH HIM SHOULD HELP ME TO UNDERSTAND MY SPIDER-POWERS!

TO ENHANCE THEM... OR MAYBE EVEN ELIMINATE THEM SHOULD I EVER DECIDE I WANT TO LIVE A NORMAL LIFE!

THEIR CONVERSATION CARRIES THE THREE GRADUATE STUDENTS PAST CHIP MARTIN'S CUBICLE...

CHIP HASN'T MOVED A MUSCLE. HE JUST SITS THERE STARING INTO SPACE.

FOR SOME REASON MY SPIDER-INSTINCTS SUGGEST THAT THE MYSTERIOUS MR. MARTIN BEARS WATCHING!

THERE'S SLOAN'S ENTOMOLOGY LAB

DR. SLOAN ENTOMOLOGY LAB

HE'S BEEN LOCKED UP IN THERE WITH THE CURVACEOUS MARCY KANE ALL MORNING.

AS SENIOR TEACHING ASSISTANT, MARCY'S ASSIGNED TO DR. SLOAN.

WHAT ARE THEY WORKING ON?

DON'T KNOW, PETE. SLOAN HASN'T BREATHED A WORD TO ANYONE, BUT SINCE HIS SPECIALTY IS ***APICULTURE*** YOU CAN BET IT'S GOT SOMETHING TO DO WITH...

DR. SLOAN ENTOMOLOGY LAB

BEES. SUPER-BEES, MS. KANE. DISPLAYING AN ALMOST-HUMAN INTELLIGENCE.

BUT WHAT DOES THIS HUMAN SKELETON HAVE TO DO WITH BEES, DR. SLOAN?

EVERYTHING, MY DEAR. BOTH THOSE BONES AND THIS CLOAK--

--ONCE BELONGED TO AN EXPATRIATE NAZI... ***FRITZ VON MEYER!***

VON MEYER WAS AN EXPERT APICULTURIST WHO EXPERIMENTED WITH INSECT TOXINS FOR USE IN CHEMICAL WARFARE.

"AFTER THE FALL OF THE THIRD REICH, HE FLED TO SOUTH AMERICA. THERE HE MADE AN ASTOUNDING DISCOVERY!

THERE WAS AN UNUSUAL METEORIC BOMBARDMENT IN THIS AREA. THE HIGH LEVELS OF RADIOACTIVITY MUTATED THIS COLONY OF KILLER-BEES--

--INCREASING THEIR NATURAL VICIOUSNESS WHILE ENDOWING THEM WITH A COLLECTIVE INTELLIGENCE! IF I CAN CONTROL THEM, I WILL COMMAND A VIRTUALLY UNSTOPPABLE ***INSECT ARMY!***

"BUT, IN TRYING TO GAIN CONTROL OF THE HIVE, VON MEYER AROUSED THE MUTATED BEES TO FURY! THE SWARM ATTACKED!

"THE ONSLAUGHT WAS LETHAL! VON MEYER *DIED*--

"--ONLY TO BE REBORN AN AGGREGATE MAN, HIS CONSCIOUSNESS DISTRIBUTED AMONGST THE IRRADIATED BEES THAT BECAME LIVING CELLS OF HIS 'BODY'.

"IT'S CALLED SYMBIOSIS-- THE LIVING TOGETHER OF TWO DISSIMILAR ORGANISMS! FRITZ VON MEYER BECAME THE COLLECTIVE ENTITY... *SWARM!*

"ARRIVING IN LOS ANGELES, HE PLANNED TO MUTATE THE HIVE'S *QUEEN* TO BREED ON A MASS SCALE! BUT THERE HE ENCOUNTERED A NOW DISBANDED SUPER-GROUP CALLED THE *CHAMPIONS!*

"BUT SWARM HAD INSTRUCTED THE BEES TO PROTECT THEIR QUEEN AT ALL COSTS! SO, WHEN HERCULES HURLED THE QUEEN BEE OUT TO SEA--

"--THE HIVE FOLLOWED, ABANDONING SWARM!

N-NNOOOO!

*IT ALL HAPPENED IN **CHAMPIONS** #14 & 15. -- JIM.

BUT IF THE BEES AND SWARM WERE BOTH DESTROYED--?

I'M HOPING THAT SOME TRACE OF THE RADIOACTIVITY THAT MUTATED THE COLONY STILL LINGERS ON VON MEYER'S SKELETON.

WHY? I REMEMBER THE NEWSPAPER STORIES! IT WAS HORRIBLE! IF NOT FOR THE CHAMPIONS, WE MIGHT HAVE LOST LOS ANGELES!

SWARM AND HIS BEES ARE BETTER LEFT ALONE!

TRUE, BUT IMAGINE THE BENEFITS IF NORMAL BEES COULD BE SIMILARLY MUTATED TO COOPERATE WITH MANKIND! IT WOULD BE A GOLDEN AGE FOR AGRICULTURE!

AS SLOAN ACTIVATES HIS MACHINERY, HE FAILS TO NOTICE A TINY SHAPE DROWSILY COMING ALIVE!

ELSEWHERE, IN THE ESU CAFETERIA...

THERE'S AN EMPTY TABLE, FELLAS.

UH--YOU GUYS GRAB IT. I'LL BE ALONG IN A SECOND, BUT I SEE SOMEONE I'VE GOT TO SAY HELLO TO.

HI, DOCTOR CONNORS. REMEMBER ME?

YOU'RE PETER PARKER, MY TEACHING ASSISTANT THIS TERM, RIGHT? YOU WERE ALONG ON THAT BRONX ZOO TRIP LAST WEEK.*

*PPTSS #32. --JIM.

RIGHT, THINKS PETER PARKER... AN UNDERGRADUATE TOUR THAT ENDED WITH SPIDER-MAN CAUGHT BETWEEN A MUTATED REPTILE, THE INCREDIBLE **IGUANA**, AND THE LETHAL **LIZARD**, WHO IS ACTUALLY DR. CONNORS TRANSFORMED!

YOU WANTED THE POWER OF THE LIZARD, IGUANA? WELL, DR. CONNORS' ENERVATOR IS TRANSFERRING IT TO YOU--IN SPADES!

SOON DOC CONNORS WILL LOSE EVERY TRACE OF HIS SCALY COUNTERPART AND YOU'LL HAVE ABSORBED IT ALL!

ENOUGH TO DESTROY YOU!

WITH ALL THE LIZARD'S POWER TRANSFERRED TO THE IGUANA BEFORE HE DISAPPEARED, DOC CONNORS IS HOPEFULLY CURED FOREVER!

CAN YOU SET UP MY LAB FOR THIS AFTERNOON, PETE?

SURE THING, DOC. I'LL BE UP RIGHT AFTER LUNCH.

I'LL HAVE TO BE CAREFUL AS CONNORS' AIDE. HE'S FAMILIAR ENOUGH WITH SPIDEY TO SPOT SIMILARITIES BETWEEN ME AND MY ALTER-EGO.

EEEEEEE

HUH?

A SCREAM FROM THE CORRIDOR?!

MARCY! WHAT IS IT, LADY? WHAT'S WRONG?

D-DOCTOR SLOAN! IN LAB--

--BEES!

SHE'S PASSED OUT! LORD, HER FACE AND HANDS ARE SWOLLEN, COVERED WITH ... BEE STINGS!

GET HER TO THE INFIR-MARY!

SEEING THAT HIS FELLOW-TA'S HAVE MARCY IN THEIR CARE --

--PETE DUCKS OUT INTO THE CORRIDOR AND... INSANITY!

BEES! HUNDREDS OF THEM ATTACKING THE STUDENTS!

NORMAL BEES DON'T ATTACK LIKE THAT! THEY MUST BE SOME WEIRD VARIETY ESCAPED FROM SLOAN'S LAB!

MEN

THEY SEEM TO BE STINGING DELIBERATELY!

WHICH MEANS THEY'RE SMARTER THAN YOUR AVERAGE BEE, OR-- COULD IT BE -- SOMEHOW THEY'RE BEING CONTROLLED!?

I'VE GOT A HUNCH THE ANSWERS ARE IN SLOAN'S LAB!

IT'S TIME PETER PARKER AUDITED THE GOOD DOCTOR'S ENTOMOLOGY COURSE... AS *SPIDER-MAN!*

SHEESH! THE PLACES I'M FORCED TO CHANGE IN!

WELL, WEBBING THE DOOR SHUT WILL INSURE THE "PRIVACY" OF MY CIVVIES TILL I RETURN FOR THEM!

CRIPES! IT'S A FULL-FLEDGED PANIC OUT HERE! WITH THE BEES ALL OVER, THE KIDS DON'T KNOW WHERE TO TURN! WHAT CAN I DO? THEY NEED A FEW HUNDRED GALLONS OF *RAID* MORE THAN THEY DO A SPIDER-MAN!

RUN! EVERYONE-- GET OFF CAMPUS!

SHIELD YOUR FACES!

THE BEES AREN'T ATTACKING ME! THEY SEEM CONFUSED--AS IF THEIR PURPOSE IS TO DRIVE HUMANS AWAY AND MY SPIDERYNESS MAKES THEM UNSURE WHETHER I QUALIFY!

AAHH...

UUH...

OUCH! I GUESS THEY'VE DECIDED I DO! I'D BETTER WHIP UP A WEB-SHIELD--

--AND HEAD FOR DR. SLOAN'S LAB!

LOOK! IT'S SPIDER-MAN! CAN THIS BE HIS DOING?

I THINK HE'S TRYING TO *HELP!* SHOULD WE FOLLOW HIM AND LEND A HAND?

NO, GET THE INJURED TO SAFETY FIRST!

THE PANIC SPREADS THROUGHOUT THE PHYSICS BUILDING. STUDENTS FLEE BLINDLY, IN PAIN!

ALL EXCEPT CHIP MARTIN.

SO MUCH INPUT--SO MUCH POWER BUILDING UP IN ME! IT'S OVERWHELMING!

IT--IT'S... *GLORIOUS!*

THERE'S SLOAN'S LAB!

WOW! MY SPIDER-SENSES ARE POUNDING FIT TO BUST A BLOOD-VESSEL!

BZZZZZZ

BBZZZZZZ!!

THAT'S PARTIALLY BECAUSE SPIDERS AND BEES ARE NATURALLY DEADLY ENEMIES--

--AND BECAUSE THERE'S MORE THAN BEES MENACING EMPIRE STATE UNIVERSITY TODAY!

NO! PLEASE-- DON'T KILL ME!

YOU KNOW TOO MANY OF MY SECRETS FOR ME TO ALLOW YOU TO LIVE, MORRIS SLOAN!

QUICK, DOC! TELL ME, TOO! YOU KNOW MISERY LOVES COMPANY!

WHAT? BY ENTERING THIS ROOM YOU HAVE SEALED YOUR FATE, HUMAN!

SHEESH! ANOTHER VILLAIN WHO TALKS LIKE A DAILY BUGLE EDITORIAL!

SPIDER-MAN-- DON'T TAUNT HIM! HE'S DEADLIER THAN YOU KNOW!

SO WHY DON'T YOU FILL ME IN ON THE DETAILS, MISTER-- WHILE I WEB A PROTECTIVE COCOON BETWEEN US...

...AND THAT TALKING APIARY AND HIS PERNICIOUS PETS!

QUICKLY, SLOAN RELATES THE SAME STORY HE'D EARLIER TOLD TO MARCY KANE...

SWARM, HUH? A BEE-MAN, NO LESS!

THERE WAS A KILLER QUEEN BEE LYING DORMANT INSIDE HIS SKULL! I'M AFRAID MY RADIATION ANALYZERS AWOKE HER!

SHE BEGAN TO BREED INSTANTLY! MILLIONS OF BEES IN MINUTES, TOGETHER CONSTITUTING THE COLLECTIVE CONSCIOUSNESS OF FRITZ VON MEYER!

WELL, I'VE HEARD WEIRDER! SO WHAT DO WE DO NOW-- MARKET THE HONEY?

DON'T YOU SEE? IF SWARM MUTATES, THIS QUEEN BEE TO THE SIZE OF HER PREDECESSOR--

--SHE'LL BREED A HUNDRED MILLION MORE LIKE HERSELF!

YEAH, I GET THE PICTURE! WE'VE GOT TO KEEP SWARM FROM MUTATING THE QUEEN BEE, BUT I'M WAY OUT OF MY LEAGUE! YOU'VE GOT TO CONTACT REED RICHARDS OR HENRY PYM, DOC!

I'LL DO MY BEST, SPIDER-MAN!

I'LL DO WHAT I CAN TO HOLD SWARM ON CAMPUS, BUT ONLY THE FANTASTIC FOUR OR THE AVENGERS STAND ANY CHANCE OF DEFEATING HIM!

GOOD, AND I'LL TAKE UP KNITTING UNTIL--! WHOOPS! SPOKE TOO SOON! THE BLASTED BEES ARE ***EATING*** THROUGH MY WEBBING!

SO I'M OBVIOUSLY DEFENSELESS!

IN THAT CASE, I SHOULD DO SOMETHING DESPERATELY DARING!

SOMETHING SO HOPELESSLY FOOLHARDY SWARM WON'T BE EXPECTING IT!

SOMETHING STUPID-- LIKE GETTING MYSELF KILLED!

GO, MY PETS! THE FOE STANDS REVEALED!

ON MY COMMAND-- ***SLAY*** THE ONE CALLED ***SPIDER-MAN!***

BEES--ALL OVER ME --STINGING ME THROUGH MY COSTUME ...AND THERE'S ***NOTHING*** I CAN DO!

EXCEPT... ***DIE!!***

NEXT MONTH: **INTO THE HEART OF THE HIVE!**

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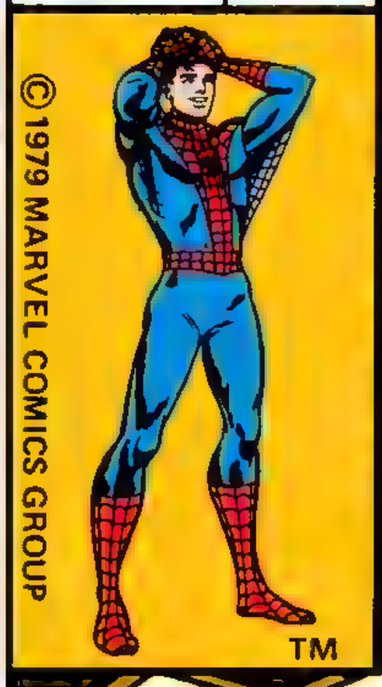

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PETER PARKER THE SPECTACULAR SPIDER-MAN™

MICHAEL NASSER & JOE RUBINSTEIN

INTO THE HIVE!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!

BOISTEROUS **BILL MANTLO** STORY | GENTLEMAN **JIM MOONEY** ART | PEERLESS **PABLO MARCOS** INKS | C. ROBINS, letters G. ROUSSOS, colors | TROUBLESOME **JIM SHOOTER** EDITOR-IN-CHIEF

IN SEEKING THE SECRET OF A MUTATED COLONY OF KILLER-BEES, EMPIRE STATE UNIVERSITY'S DR. MORRIS SLOAN HAS INADVERTANTLY REVIVED THE LONG-DORMANT **SWARM**, WHOSE BODY IS A MASS OF BEES!

BUT IT IS PETER PARKER, THE SPECTACULAR SPIDER-MAN, WHO MAY PAY THE FEARSOME PRICE!

LG586

into the HIVE!

I--I TOLD DR. SLOAN I'D TRY TO HOLD SWARM ON CAMPUS TILL HE COULD SUMMON THE FANTASTIC FOUR OR THE AVENGERS!

BUT THE WAY THESE BEES ARE STINGING RIGHT THROUGH MY COSTUME...I MAY NOT **LAST** THAT LONG!!

AGHH! THE PAIN! G-GOT TO KEEP ROLLING!

C-CRUSH THE BEES UNDER ME!

N-NO GOOD! THEY STING EVEN AS THEY DIE! I CAN'T TAKE MUCH MORE OF THIS!

MY POWERS ARE USELESS AGAINST A BUNCH OF INSECTS!

GOT TO GET AWAY!

THERE IS NOWHERE YOU CAN RUN FROM US, WEB-SPINNER! THE EYES OF SWARM ARE AS MYRIAD AS THE COUNTLESS BEES WHICH COMPOSE THE LIVING "CELLS" OF MY "BODY"!

THERE IS A SPIDERNESS ABOUT YOU WHICH ENRAGES US--FOR SPIDERS AND BEES ARE NATURAL, DEADLY ENEMIES!

OH, BROTHER! HE'S SUMMONING THE SWARM, GIVING THEM NEW ORDERS...

...TO ATTACK!!

YOU ARE BRAVE, SPIDER-MAN! AS STALWART AS THE *CHAMPIONS* WHO ONCE DEFEATED ME!

BUT YOU ARE FAR LESS MIGHTY THAN THAT SUPER-TEAM OF MEN, MUTANTS, GODS, AND DEMONS--AND NOT ALL YOUR COURAGE OR AGILITY CAN SAVE YOU...

...FROM THE SEARING STINGS OF *SWARM!*

HEAVEN HELP ME, THE BEES ARE ON ME AGAIN!

LIKE COUNTLESS WHITE-HOT NEEDLES, THE STINGS OF THE KILLER BEES SLASH AND STAB INTO OUR WONDROUS WALL-CRAWLER. HE FEELS WEIGHTED DOWN BENEATH THE PRESS OF THEIR BODIES...

...SMOTHERED BY AN INFINITUDE OF ENRAGED INSECT FORMS.

*BUT FAR WORSE THAN THE PAIN OUR HERO FEELS IS HIS **HORROR** OF THE BEES...*

I-I CAN'T DIE LIKE THIS! I WON'T!

WHOLE CAMPUS--ALL OF NEW YORK WILL FALL PREY TO SWARM UNLESS I HOLD HIM TILL HELP ARRIVES!

FATE DIDN'T GIVE ME MY SPIDER-POWERS AND THE INGENUITY TO SYNTHESIZE MY WEBBING--

--JUST SO I COULD FOLD AT A MOMENT OF CRISIS!

BUT THESE MUTATED KILLER-BEES ARE ABLE TO INGEST SYNTHETICS SUCH AS SPIDEY'S WEBBING...

AND THE AGGREGATE MAN CALLED SWARM SENSES THAT THE MOMENT OF VICTORY IS NEAR...

SLAY THE MEDDLING ARACHNID, MY BUZZING BEAUTIES, THAT WE MAY GET ON WITH OUR PRIMARY TASK -- MUTATING THE HIVE'S QUEEN BEE THAT SHE MAY *BREED* AN INNUMERABLE, UNSTOPPABLE INSECT ARMY!

N-NO! I WON'T... LET YOU!

SKRASH

BSZZZZ! AWAY, MY PETS! AWAY!

THE WALL-CRAWLER, IN HIS DEATH FALL, HAS SHATTERED VIALS CONTAINING SOME MANNER OF CHEMICAL *INSECT-REPELLENT!* WE CANNOT APPROACH HIS CORPSE WITHOUT PERISHING OURSELVES!

BUT IT MATTERS NOT! OUR VALIANT YET FOOLHARDY FOE WILL NEVER TROUBLE US AGAIN, AND THERE REMAINS GREATER WORK TO DO!

OUR QUEEN MUST HAVE A QUIET, SHELTERED PLACE TO MUTATE, TO BREED! AND THIS CAMPUS, ONCE CLEARED OF INTERFERING HUMANKIND, WILL SERVE MOST ADMIRABLY!

L-LOOK, FLOATING FROM DR. SLOAN'S ENTOMOLOGY LAB--?!

CRIPES! THE GUY'S MADE OUTTA BEES!

HE'S CALLED *SWARM!* I READ ABOUT HIM IN THE PAPERS!

FIVE'LL GET YOU TEN HE'S THE DUDE BEHIND THE BEE INVASION OF *ESU!*

BLAM

VIP

VIP

CRETINS! BULLETS CANNOT HARM ONE NOT POSSESSED OF FLESH!

H-HE'S RIGHT!

GUNS ARE USELESS! WE NEED HELP!

SO MANY EMOTIONS-- SO MUCH FEAR--SO MUCH TO ABSORB!

GRADUATE STUDENT CHIP MARTIN TREMBLES UNNOTICED...

...WHILE, BACK IN THE LAB, A CERTAIN WEB-SLINGER GROGGILY AWAKENS...

UNHH... SWARM! GOT TO... STOP SWARM!

TOO LATE, HE'S GONE! MUST'VE... THOUGHT I WAS DEAD...OR HE WOULD HAVE FINISHED ME FOR SURE!

SHOTS, OUTSIDE! SWARM MUST BE ATTACKING CAMPUS SECURITY GUARDS! I'VE GOTTA GO AFTER HIM...

BUT MY HEAD'S SPINNING... HARD TO STAY AWAKE. I'VE BEEN STUNG SO MANY TIMES!

IT'S QUIET IN THE LAB NOW! COME ON!

VOICES! DR. SLOAN AND MY CLASSMATES, STEVE HOPKINS AND PHILIP CHANG!

CAN'T LET THEM FIND ME LIKE THIS! TOO WEAK --MIGHT SOMEHOW GIVE AWAY MY SECRET IDENTITY!

SPIDER-MAN MUST'VE GONE OUT AFTER SWARM! HE'S A BRAVE LAD!

I WAS UNABLE TO REACH EITHER THE FANTASTIC FOUR OR THE AVENGERS! SPIDER-MAN'S ON HIS OWN! I FEAR HE ALONE CANNOT STOP SWARM!

BUT WHO IS SWARM, DOC? WHERE'D HE COME FROM?

ORIGINALLY, HE WAS AN EX-NAZI, FRITZ VON MEYER, WHO STUMBLED ON A COLONY OF MUTATED BEES. THEY LITERALLY ***DEVOURED*** HIM--AND SOMEHOW ABSORBED HIS MENTALITY! MEYER MERGED WITH THE BEES!

FROM MY LABORATORY, I'M AFRAID, STEVE! I RECREATED SWARM!

"AFTER THE **CHAMPIONS** DISPERSED THE BEES FORMING SWARM'S COMPOSITE BODY, I OBTAINED THE SKELETON FOR RESEARCH, AND, TODAY, ACCIDENTALLY REACTIVATED SWARM."

BUT THE ISSUE NOW, GENTLEMEN, IS HOW TO DEFEAT HIM! WE'VE CALLED IN THE POLICE, BUT THERE MUST BE SOME OTHER, MORE SCIENTIFIC WAY...

WHILE DR. SLOAN SPEAKS, SPIDER-MAN CRAWLS SILENTLY OUT ALONG THE CEILING...

...CONTINUING SHAKILY ABOVE THE DESERTED PHYSICS BUILDING CORRIDOR...

...AND INTO A STUDENT LAVATORY,

MEN

I-I MADE IT!

UNGHH!

KRAK

C-COULDN'T HAVE CLUNG ANYMORE EVEN IF I'D TRIED! NAUSEOUS--JUST LIKE THIS MORNING!

SKIN'S HOT--MOUTH'S GONE ALL DRY! I'M ABOUT TO PASS OUT!

BUT MUSTN'T! NOT AS SPIDER-MAN!

G-GOT TO CRAWL TO WHERE I HID MY PETER PARKER DUDS! CHANGE BEFORE ANYONE FINDS ME!

HEAD REELING, EVERY NERVE FIBER SCREAMING WITH PAIN, THE SPECTACULAR SPIDER-MAN STRAINS UPWARD FOR THE STALL LATCH...

...ONLY TO FIND IT RESISTS HIS ENFEEBLED EFFORTS TO OPEN IT!

WON'T OPEN! F-FORGOT, I... WEBBED IT SHUT FROM INSIDE--

--TO KEEP ANYONE FROM WONDERING WHY PETER PARKER NEEDS TO HIDE HIS CLOTHES!

HAH! THAT'S A GOOD ONE! IF I PASS OUT HERE AND SOMEBODY FINDS ME, UNMASKS ME...

...IT'LL HAVE BEEN MY OWN ***WEBBING*** THAT KEPT ME FROM SAFEGUARDING MY DUAL IDENTITY!

BUT I WON'T LET IT! I'VE KEPT MY SECRET INSIDE ME FOR TOO MANY YEARS TO GIVE IT UP NOW WITHOUT A...

...FIGHT!

KRAAK

HIS MIRACULOUS WEBBING HOLDS, BUT THE STALL'S HINGES GIVE WAY BEFORE EVEN THE MILDEST APPLICATION OF SPIDER-STRENGTH!

MY CLOTHES! GOT TO HURRY!

PLEASE, LORD, DON'T LET ANYONE COME LOOKING FOR PETER PARKER--

--UNTIL I CHANGE!

THERE! SPIDEY-SHIRT AND MASK ARE STASHED AWAY IN MY POCKETS!

SPIDEY-PANTS ARE HIDDEN BENEATH MY SLACKS! IF ANYONE NOTICES, THEY'LL JUST THINK PETER PARKER HAS WEIRD TASTE IN SOCKS!

OH, BROTHER! NO DISGUISING THE FACT THAT I'VE TANGLED WITH SWARM'S BEES, THOUGH!

GOT TO CONCENTRATE, DREAM UP A STORY THAT WILL KEEP ANYONE FROM SUSPECTING--

N-NO USE! CAN'T THINK--EVEN GETTING HARD TO STAND! I-I'VE DONE ALL I CAN! NOTHING LEFT NOW BUT TO--

PARKER!

HE'S HURT!

MEN

STUNG, YOU MEAN! C'MON, STEVE, HELP ME GET HIM TO THE INFIRMARY!

SOMETIME LATER...

PHILIP. STEVE.

WELCOME BACK, PETE--

--TO THE WARD OF THE WALKING WOUNDED!

HUH?

YOU WEREN'T THE ONLY STUDENT STUNG, PETE--BUT YOU SEEMED TO GET IT THE WORST!

AND TO RECOVER THE FASTEST, MY BOY! HOW ARE YOU FEELING?

WHEW! WITH SO MANY INJURED, NO ONE IS EVEN WONDERING WHY I GOT STUNG SO BADLY!

GRATEFUL TO BE ALIVE, DR. SLOAN!

SO FAR, THERE'VE BEEN NO FATALITIES, BUT IF SWARM ISN'T STOPPED...

WHERE IS HE, SIR? I THOUGHT SPIDER-MAN...

SPIDER-MAN'S DISAPPEARED! AS FOR SWARM--WELL, LOOK FOR YOURSELF!

NEEDING NO URGING FROM MARCY KANE, PETE LOOKS INDEED--BUT THE SIGHT THAT GREETS HIS EYE FILLS HIM WITH ABJECT HOPE-LESSNESS...

THE ENORMOUS HIVE SPRAWLS OBSCENELY ACROSS THE ESU CAMPUS--AND IT IS, AS YET, INCOMPLETE!

STUDENTS AND FACULTY RUN STUNG AND SCREAMING. RIOT-GARBED POLICE STAND HELPLESSLY BY, THEIR AUTOMATIC WEAPONRY USELESS!

TH-THERE MUST BE SOMETHING WE CAN DO!

LIKE WHAT? PETITION SWARM TO GO HOME?

IF ONLY I'D BEEN ABLE TO REACH REED RICHARDS --OR HENRY PYM!

WE'VE TRIED, WITH NO LUCK! BUT WE'RE ALL SUPPOSED TO BE BRILLIANT SCIENCE STUDENTS--

--AND I WAS WORKING ON A PROJECT IN YOUR ENTOMOLOGY CLASS, DR. SLOAN, THAT MAY YET GIVE US A WAY TO DEFEAT SWARM! DO YOU REMEMBER THE ASSIGNMENT YOU GAVE ME, SIR?

WHY, TO SYNTHESIZE A NEW TYPE OF *INSECT REPELLENT!*

THAT'S RIGHT, DOCTOR!

HOURS LATER, AMIDST THE SHATTERED REMAINS OF DR. SLOAN'S LAB...

MARCY'S FORMULA WAS IN THE VIALS I CRASHED INTO AS SPIDER-MAN! SWARM DIDN'T LEAVE ME FOR DEAD...HE WAS REPELLED! SO THE LADY WHO FINDS PETER PARKER CONTEMPTIBLE IS RESPONSIBLE FOR SAVING HIS LIFE!

HURRY! WE HAVEN'T MUCH TIME

*"--BEFORE THE HIVE GROWS LARGE ENOUGH FOR SWARM TO BEGIN MUTATING HIS **QUEEN BEE** TO THE TITANIC SIZE SHE MUST ASSUME TO BREED IN THE HUNDREDS OF MILLIONS!"*

BEES ARE SWARMING IN EVERY DIRECTION!

YES, AND AS SOON AS THEY ARRIVE, THEY SET RIGHT TO WORK ADDING TO SWARM'S HELLISH *HIVE!*

BACK IN THE LAB...

EVEN IF WE RESYNTHESIZE THE REPELLENT IN TIME, NO ORDINARY HUMAN COULD GET CLOSE ENOUGH TO THE HIVE TO USE IT WITHOUT LOSING HIS LIFE!

I-I DON'T KNOW IF I CAN FACE SWARM AGAIN! BLAST IT, WHY DON'T THE AVENGERS OR THE *FF* SHOW UP?

FIGHTING MENACES ON A SCALE LIKE THIS IS MORE IN THEIR LINE!

STUDENTS, ACCORDING TO MARCY'S NOTES, THIS SHOULD BE THE FINAL INGREDIENT! OUR SUPER-REPELLENT IS COMPLETE!

NOW WE MUST TURN IT OVER TO THE AUTHORITIES TO USE AGAINST SWARM!

THOSE POOR COPS WILL NEVER LIVE LONG ENOUGH TO USE THAT STUFF ON SWARM!

COMING, MR. PARKER? SURELY YOU'LL WANT SOME SENSATIONALISTIC PHOTOS OF SWARM'S DEFEAT FOR WHICHEVER NEWSPAPER IT IS YOU WORK FOR!

NO! LET THE FANTASTIC FOUR HANDLE IT, OR THE ARMY! WE'RE *TOO* SMALL TO TACKLE SWARM ALONE!

WHAT IF THE *FF* DON'T SHOW UP, PETE?

THE REPELLENT'S OUR ONLY CHANCE--BUT IT'S GOT TO BE USED NOW!

COME, STUDENTS! THERE IS SO LITTLE TIME!

LOOKS LIKE PANTYWAIST PARKER'S JUST FOLDED IN THE CRUNCH, CLASSMATES!

I--

THEN THEY ARE GONE, TAKING THEIR ACCUSATIONS WITH THEM, LEAVING PETER PARKER ALONE!

THEY THINK I'M A ***COWARD!*** THEY DON'T UNDERSTAND THAT I WANT TO KEEP THEM FROM GETTING HURT!

I KEPT HOPING AGAINST HOPE THAT REED RICHARDS WOULD SHOW UP WITH ALL THE ANSWERS!

WE HAVE TO GET CLOSE ENOUGH FOR THE *REPELLENT* TO DO ANY GOOD! I'LL HAVE TO GO IT ALONE--AS ALWAYS!

BUT I WON'T GO UNPREPARED! HAVE TO SATURATE MY COSTUME WITH THE SUPER-REPELLENT...

...THEN DOCTOR THE WEB-FLUID IN MY WRIST AND BELT CARTRIDGES! GOOD THING THAT THE TWO FORMULAS ARE CHEMICALLY COMPATIBLE!

TENSE MOMENTS LATER...

I'M AS READY AS I'LL EVER BE! THE TIME HAS COME FOR SPIDER-MAN TO ENTER...THE HIVE!

MEANWHILE, ON THE STEPS OF THE PHYSICS BUILDING...

YOU PEOPLE GET BACK BEHIND THE POLICE CORDON!

CAPTAIN, I AM DR. MORRIS SLOAN! I'M AFRAID I'M RESPONSIBLE FOR SWARM'S RE-EMERGANCE AS A THREAT--

--BUT I BELIEVE I MAY ALSO HAVE HERE A METHOD OF DEFEATING HIM!

BUT, BEFORE DR. SLOAN CAN EXPLAIN...

CAPTAIN, THE BEES --THEY'RE COMING OUT!

EVERY-BODY GET TO COVER! HURRY!

BUT NOT ALL THE HASTE IN THE WORLD IS ENOUGH TO THWART THE DESIGNS OF THE DEADLY BEES!

ZZZZZZ

OUCH!

OWW! MY ARM!

THE REPELLENT-- DESTROYED!

SWARM MUST'VE SENSED WHAT WE WERE UP TO!

AND ACTED MOST EFFECTIVELY TO STOP US!

BUT IF THE REPELLENT IS GONE, AND BULLETS CANNOT STOP THE MENACE OF SWARM...

..THEN WHAT ON EARTH CAN?!

SPIDER-MAN!!

MARCY'S GOT THE LUNGS OF A CHEER-LEADER AND THE BRAINS OF ALBERT EINSTEIN...STILL, I WONDER IF SHE'LL EVER UNDERSTAND ME?

IN FACT, I WONDER IF I UNDER-STAND ME?

AH! HERE COMES THE BUZZ-BRIGADE!

BUT THE REPELLENT ON MY COSTUME'S DRIVING THEM AWAY!

PROBLEM IS, I DON'T KNOW HOW LONG ITS EFFECTS LAST! IF IT GIVES OUT BEFORE I CAN REACH SWARM--

--I'M SUNK!

SHEESH! YOU COULD FIT A GOTHIC CATHEDRAL IN HERE WITHOUT SQUEEZING!

THE AIR IS SICKLY-SWEET, CLOYING WITH THE OVERPOWERING SCENT OF HONEY, OR NECTAR, MADE, NO DOUBT...

...FOR THE QUEEN BEE!

HIYA, BUG-BRAIN! REMEMBER ME, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN?

YOU LIVE?! AND MORE, YOU ARE ABLE ENTER MY HIVE WITHOUT MY BEES STINGING THE FLESH FROM YOUR BONES?! YOU AMAZE ME, MY INSOLENT, ARROGANT FRIEND!

BUT YOU ARE FAR TOO LATE TO IMPEDE MY PLANS! ALREADY MY MUTATED QUEEN, VASTLY ENLARGED IN SIZE, BEGINS TO RISE FROM DORMANCY, TO HUNGER--

--TO BREED!

LOOK, BUG-EYES, I'M AS MUCH FOR MOTHERHOOD AS THE NEXT GUY--

--BUT WHAT YOU'RE COOKING UP HERE WOULD BE A DISGRACE TO ANY MATERNITY WARD!

AHAHAH, YOU BUZZING BEAUTIES! NO SPIDER-LUNCH TODAY!

THWIP

SPRAYED OUT IN A FINE MIST, SPIDER-MAN'S REPELLENT-SATURATED WEBBING WISPS OVER THE ENRAGED BEES...

...THE SLIGHTEST CONTACT DRIVING THE INSECTS SO MAD THAT THEY TEAR AND REND EACH OTHER!

ARRGH! ACCURSED ARACHNID! I AM TRULY THE SUM OF MY PARTS! ANY SUFFERING YOU INFLICT UPON MY BEES, YOU ALSO INFLICT UPON ME!

IT'S A PLEASURE TO HEAR YOU SAY THAT, BEE-MAN--

--'CAUSE PUNISHMENT IS ONE THING I PLAN ON INFLICTING PLENTY OF!

YEEOWW! MY HAND!

MY CHEST! THE PAIN!

YOU HAVE HURT ME, WALL-CRAWLER! THE BEES COMPOSING MY BODY SHRIEK IN INSECT AGONY!

I FIRED MY WEB-SHOOTERS EVEN AS I PUNCHED THROUGH TO SWARM'S INSIDES!

THE REPELLENT COATING HIS SKELETON SHOULD HAVE DRIVEN THE BEES MAKING UP HIS BIOSTRUCTURE *CRAZY!* WHY ISN'T IT WORKING?

I DON'T KNOW WHAT YOU HOPED TO ACCOMPLISH, WALL-CRAWLER, OTHER THAN TO ENRAGE ME INTO GRANTING YOU A SWIFT DEATH!

I'M CAUGHT BETWEEN SWARM AND THE GIANT QUEEN!

BUT WHY ISN'T THE REPELLENT WORKING THE WAY IT DID ON THOSE BEES THAT ATTACKED ME WHEN I ENTERED THE HIVE?!

BLAST IT! IT'S GOTTA WORK--

--OR IT'S SO LONG, SPIDEY! MAYBE SWARM'S WILLPOWER IS WHAT'S BINDING THE BEES TO HIM--OVER-RIDING THE REPELLENT?

OR MAYBE THE REPELLENT NEEDS JUST A FEW MINUTES TO COUNTERACT SWARM'S WILL!

SWELL! THE ONE THING I NEED IS THE VERY THING I'M LEAST LIKELY TO GET: *TIME!*

FOOL! WHAT DO YOU HOPE TO ACCOMPLISH BY EMPLOYING PHYSICAL VIOLENCE AGAINST ONE WHOSE BODY ENDLESSLY RECONSTITUTES ITSELF?

GAIN? I HOPE TO GAIN A FEW PRECIOUS SECONDS, SWARM! THAT'S ALL! JUST TIME FOR THE REPELLENT I PUMPED INTO YOU TO WORK!

EH? MY *BEES!* FLYING FROM ME, REFUSING TO OBEY MY MENTAL COMMANDS?!

THWIP

THWAP

IT WAS MY LAST SHOT THAT DID IT, SWARM! I SOCKED 'EM WITH MORE REPELLENT-SOAKED WEBBING THAN THEY COULD TOLERATE!

NO! YOUR CURSED CHEMICAL-COATED WEBBING IS DRIVING MY BEES AWAY FROM ME! THEY'RE ATTACKING EACH OTHER--AND THE QUEEN BEE HERSELF!

THE SUPER-REPELLENT DRIVES THEM NUTS, SWARM! THEY CAN'T TELL FRIEND FROM FOE! AND THEY CERTAINLY CAN'T PROTECT OR OBEY YOU--

"--IF THEY'RE **REPELLED** BY YOUR VERY PRESENCE!"

LOOK! THE BEES ARE FLEEING THE HIVE!

THEN SPIDER-MAN'S WON! HE'S SAVED US ALL!

INSIDE THE HIVE...

I KNEW I COULD NEVER BEAT YOU BY A KNOCKOUT, SWARM--NOT WITH YOUR POWER DIVIDED OVER MILLIONS OF DEADLY BEES!

BUT NO MATTER HOW SCARED I WAS OF YOU, I KNEW YOU HAD TO BE STOPPED--AND THAT THERE WAS ONLY ONE POWER ON EARTH STRONG ENOUGH TO DEFEAT YOU!

YOUR OWN!

NEXT *THE IMPORTANCE OF BEING...* **MORBIUS!**

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KING-SIZE ANNUAL!

the AMAZING SPIDER-MAN®

READY OR NOT! THE TRIUMPHANT RETURN OF...

DOCTOR OCTOPUS!

WE GUARANTEE IT! THE STRANGEST SPIDEY STORY OF ALL!

POLLARD+MCLEOD

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN / SCRIPT / EDITS / JOHN BYRNE / PENCILS / TERRY AUSTIN / INKS / COSTANZA / letters / WEIN / colors / JIM SHOOTER / CONSULTING ED.

THE ARMS OF DOCTOR OCTOPUS

A MYSTERIOUS MURDER!

PETER PARKER--CRIMINAL?!!

SPIDEY'S IDENTITY--REVEALED!!

AND... DOC OCK'S GREATEST SCHEME!

WE CONFIDENTLY PREDICT--THIS IS THE STRANGEST SPIDEY SAGA--EVER!!

DON'T DARE PEEK AT THE SURPRISE ENDING OF OUR LATEST SPIDEY THRILLER!

LG401

PROLOGUE: THE EARLY MORNING QUIET IS SUDDENLY BROKEN BY THE HARSH RAPPING OF RUNNING FEET AGAINST RAIN-SLICKED PAVEMENT...

THEY'RE ON TO ME... THEY KNOW WHO I AM!

ONLY A MATTER OF TIME BEFORE THEY TRACK ME DOWN...

...WHICH MEANS I'VE GOT TO CONTACT HOME BASE BEFORE IT'S TOO LATE!

THEY'VE GOT TO KNOW EVERYTHING I KNOW...

...THEY'VE GOT TO PREPARE AGAINST HIS AWESOM--

WELL, WELL, WELL, LOOK WHAT WE HAVE HERE... THE GOVERNMENT STOOLIE!

YOU FOUND ME! WHAT ARE YOU GOING TO DO?

I'M DOING NOTHING... BUT YOU'RE GOING TO COMMIT SUICIDE!

THE GRIM, TRENCHCOATED FIGURE TURNS SUDDENLY AND LUNGES FORWARD. HIS YEARS OF TRAINING ARE BROUGHT TO BEAR AGAINST HIS GUN-WIELDING ATTACKER...

FRAGILE

BUT, HIS FOE IS TOO STRONG, TOO SWIFT, AND...

I'M FALLING! NOOOO!!

I GOT 'IM... BUT WAS I TOO LATE?

DID HE GET HIS MESSAGE THRU TO THE FEDS?

FOR NOW, THAT QUESTION MUST GO UNANSWERED...

CHAPTER ONE: SPIDER-MAN! I KNOW WHO YOU REALLY ARE!

THE EARLY MORNING SUN DOES NOT STRETCH DOWN TO THE DARK-SHADOWED CATACOMBS FAR BENEATH NEW YORK'S TEEMING STREETS...

NOR, DO THE ANGRY **VOICES** FROM THIS HIDDEN, ABANDONED SUBWAY STATION FILTER **UP** FOR ANY HURRYING PEDESTRIAN TO OVERHEAR...

NO! IT'S IMPOSSIBLE!! ALL MY CAREFULLY-CONCEIVED PLANS ARE GONE--**STOLEN!!**

WHICH ONE OF YOU FOOLS IS PLOTTING AGAINST ME? SPEAK, OR I'LL GET RID OF YOU ALL!

WE DIDN'T DO IT, DOC! **HONEST!**

MUST'A BEEN **JIMBO!** HE LAMMED OUTTA HERE LAST NIGHT WITH A SMILE LIKE THE CAT WHAT SWALLOWED THE CANARY!

JIMBO? I NEVER TRUSTED THAT SLICKLY-DRESSED DOLT!

VERY WELL. ONCE I RECOVER MY PLANS... JIMBO WILL **PAY** FOR HIS CRIMES!

FOR TOO LONG NOW HAS THE WORLD **RIDICULED** ME... THOUGHT ME A WEAK, SIMPERING **HAS BEEN!**

KRAK!

BUT THIS I SWEAR-- **DOCTOR OCTOPUS SHALL NEVER BE LAUGHED AT AGAIN!**

NIGHT: ALL IS QUIET AS FAMILIES HUDDLE TOGETHER BEFORE THEIR TELEVISION SETS TO WATCH SITUATION COMEDIES THAT REQUIRE LAUGH TRACKS TO INFORM THEM WHEN A JOKE HAS BEEN TOLD...

BUT, IN THE COLD, DARK STREET, THERE IS NO TIME FOR LAUGHTER...

HERE, THE SITUATION AT HAND IS VERY, VERY GRIM!

I THOUGHT I HEARD SOME PROWLING GOING ON...

AN 'WHATTAYA KNOW-- I WAS RIGHT!

A MOMENT LATER...

SHAME, SHAME, BOYS, DIDN'T YOU KNOW THIS WAREHOUSE IS CLOSED AT NIGHT?

KRASH

YOU'RE SUPPOSED TO PICK UP YOUR ORDERS BETWEEN NINE AND FIVE-- LIKE EVERYBODY ELSE!

CRIPES! IT'S SPIDER-MAN!

JIMBO! WHAT DO WE DO?

WHAT DO YOU JERKS THINK? SQUASH HIM!

"SQUASH"? SQUASH A SPIDER? REAL CLEVER, JIMBO, THINK THAT UP ALL BY YOUR LONESOME--?

OR DID YOU GET SOME FIVE YEAR OLD TO HELP YOU?

POK!

WOK!

WHAM!

YOU'RE REALLY FANCY TOSSING AROUND THEM CREEPS... BUT LET'S SEE YOU HANDLE THIS!

JUST WHAT I NEED-- A SHOW-OFF IN A FORK-LIFT!

I'M GONNA RUN YOU CLEAN THRU, CREEP!

SURE YOU ARE. GOT ANY OTHER STORIES TO TELL ME?

NO? THEN LET ME TELL YOU ONE!

IT'S ABOUT A DUDE WHO'S GOT THE *PROPORTIONAL* STRENGTH OF A SPIDER!

IT MAKES LIFTING UP THINGS LIKE THIS A *BREEZE!*

YEOWW!

WITHIN MOMENTS, THE AMAZING WALL-CRAWLER SUBDUES THE STARTLED GANG...

ALL RIGHT, BOYS...WHERE'D YOUR BIG, BAD LEADER RUN OFF TO?

HE'S THE ONLY CREEP MISSING.

STICK A *SOCK* IN IT, SPIDEY... WE AIN'T SAYIN' NOTHIN'!

ALL RIGHT, BOYS, HAVE IT *YOUR* WAY...

...IT DOESN'T REALLY MATTER. I STOPPED YOUR TAKE-OUT ORDER FOR TONIGHT, AND THAT'S GOOD ENOUGH FOR-- EH? *SIRENS!*

NEW YORK'S FINEST IS ALREADY ON THE WAY... SOMEONE MUST'VE TRIPPED THE ALARM!

WEEOOWEE

HE DOESN'T SEE ME... GOTTA GET OUTTA HERE FAST.

AND, A FEW MINUTES LATER...

EDDIE-- *LOOK!*

JEEZ! THOSE PUNKS--ALL WEBBED UP!

SPIDER-MAN'S BEEN HERE!

BUT NOT FOR MUCH LONGER... TAKE CARE, BOYS!

A FEW MOMENTS LATER...

THERE THEY GO... JUST WISH I KNEW WHERE THEIR *LEADER* RAN OFF TO.

I CAN HELP YOU, SPIDER-MAN.

HUH? WHO ARE YOU? HOW DID YOU SNEAK UP HERE WITHOUT MY KNOWING IT?

SPIDER-MAN, PLEASE... I NEED YOUR HELP!

THE MAN YOU'RE LOOKING FOR COMMITTED A *MURDER* LAST NIGHT.

HE KILLED A SECRET SERVICE AGENT NAMED *KENT BLAKE!*

THE PROBLEM IS, THE "AGENCY" BELIEVES BLAKE'S DEATH WAS A *SUICIDE*. I KNOW IT WASN'T.

IF YOU KNOW SOMETHING, GO TELL THE COPS.

I *CAN'T*... AND THAT'S WHY I NEED YOU.

HEY, I'M NOT ANN LANDERS ... I GOT PROBLEMS OF MY OWN.

PLEASE, SPIDER-MAN, YOU KNOW WHAT IT'S LIKE TO BE *LIED* ABOUT...

YOU'VE GOT TO HELP ME PROVE BLAKE'S DEATH WASN'T SUICIDE.

GO TO HIS FUNERAL... THEN DECIDE.

ALL RIGHT, I'LL GO... WILL YOU BE THERE?

NO... I HAVE TO BE ELSEWHERE...

BUT I'LL FIND YOU LATER... BELIEVE ME.

THE NEXT DAY...

DON'T REALLY KNOW WHY I'M HERE... FUNERALS *DEPRESS* ME!

HMMM, THAT WOMAN MUST BE BLAKE'S WIFE... AND THOSE HAVE GOT TO BE HIS KIDS.

BLAST IT... THEY'LL GROW UP WITHOUT A FATHER.

WELL, THIS IS THE *HARD* PART... I'VE GOT TO TALK TO HER, FIND OUT WHATEVER IT IS I'M SUPPOSED TO FIND OUT.

EXCUSE ME, MRS. BLAKE... I'M PETER PARKER, FROM THE GLOBE...

PLEASE TELL ME IF IT'S A BAD TIME TO TALK, BUT I WANTED TO ASK YOU ABOUT YOUR HUSBAND...

YOU'RE A *REPORTER?* WELL, MR. PARKER, TELL YOUR READERS KENT WAS A *GOOD* MAN... A MAN CONSUMED WITH PRESERVING JUSTICE.

I KNOW KENT TOO WELL--HE *COULDN'T* COMMIT SUICIDE.

HURUMPH! I WONDER HOW HER *KIDS* FEEL ABOUT THEIR FATHER KILLING HIMSELF?

I'M WORRIED ABOUT SUE. HER *INSURANCE COMPANY* WON'T PAY KENT'S DEATH BENEFITS IN A SUICIDE CASE.

SLOWLY, A THOUGHTFUL PETER PARKER RETURNS HOME TO HIS CHELSEA ST. APARTMENT...

BLAKE'S WIDOW WON'T GET THE INSURANCE... I REMEMBER WHAT AUNT MAY WENT THRU AFTER UNCLE BEN WAS KILLED.

SHE SEEMED SO CERTAIN HE DIDN'T KILL HIMSELF... AND I *BELIEVE* HER--

JUST THEN...

I ASSUME YOU'VE DECIDED BY NOW... YOU'LL HELP ME?

WHAT? IT'S HIM? BUT--

HUH? WHAT ARE YOU TALKING ABOUT? WHO ARE YOU?

THERE ISN'T ANY TIME TO PLAY GAMES, PARKER--

HEY, WAIT--!

THERE! NOW WE BOTH KNOW WHO YOU ARE. WILL YOU *HELP?*

IF I HADN'T ALREADY DECIDED, THIS WOULD *CLINCH* IT...

ALL RIGHT, WHOEVER YOU ARE-- I'M IN.

GOOD. NOW, GO TO THIS ADDRESS...

JUST WAIT A MINUTE-- DON'T START ORDERING ME...

I SAID THERE WASN'T MUCH TIME, PARKER. NOW, PLEASE--

--THIS IS 'JIMBO' RYAN'S ADDRESS...

WELL, AS LONG AS YOU SAID "PLEASE!"

AND...

ALL RIGHT, ALL RIGHT... YOU GUYS WILL DO FINE-- BUT WE'RE STILL A MAN SHORT FOR TONIGHT'S JOB.

WILL I DO?

HUNH? WHO ARE YOU?

HEARD THE STREET NOISE, JIMBO... YOU NEED A MAN.

I'M HIM!

WANTED

DON'T MAKE ME LAUGH! YOU'RE A KID!

YEAH? TRY ME!

ALL RIGHT, PUNK-- IT'S YOUR FUNERAL. MEN--

--PULVERIZE THIS WISE-MOUTH AND DUMP HIM.

NOW, NOW, BOYS-- DIDN'T YOUR MOMS EVER TEACH YOU NOT TO POINT YOUR FLABBY FISTS AT STRANGERS?

WELL--?

NOT BAD... NOT BAD AT ALL... ALL RIGHT, YOU'RE IN. SAY, WHAT DO THEY CALL YOU?

KID PARKER, JIMBO... THE DUDE WITH THE BABY FACE AND THE FISTS OF STEEL!

ALL RIGHT, KID, PARK YOUR BUTT AND START LISTENING...

THE FULL MOON CASTS LONG SHADOWS WHICH CRISS-CROSS THE DESERTED PIER. THEN, SUDDENLY BUT SILENTLY, THE SHADOWS SEEM TO SHIFT...

THERE SHE IS-- TARGET 'A'!

LIKE I TOLD YOU, I GOT THESE **PLANS** FOR A SUPER-TYPE WEAPON... BUT THE **PARTS** I NEED TO BUILD IT ARE STORED ON THAT HEAP.

WILDE, TAKE CARE OF THAT **GUARD!**

WITH **PLEASURE,** JIMBO...

"SUPER WEAPON?" THAT MYSTERY AGENT DIDN'T SAY ANYTHING ABOUT ANY WEAPONS!

WELL, GOTTA PLAY ALONG... IT'S TOO LATE TO BACK DOWN NOW.

WOK!

IT'S CLEAR TILL WE GET INSIDE...

KEEP IT **BUTTONED,** AND MOVE FAST!

STEALTHILY, THEY SLIDE ABOARD THE OLD FREIGHTER IN FROM JAPAN. THEN, WHEN THEY FINALLY REACH THE MAIN CARGO HOLD...

HEY! WHO GOES THERE? NO ONE'S SUPPOSED TO BE HERE!

TOO BAD, POPS, BECAUSE WE'RE HERE, AND WE'RE *STAYING!*

HE'S DRAWING HIS GUN... CAN'T LET HIM KILL THE OLD GUY.

BUT I THINK I CAN *SAVE* HIM WITHOUT GIVING MYSELF AWAY.

THWIP!

JUST HOPE THEY DON'T HEAR THE OL' WEB-SHOOTER'S TRUSTY "*THWIPPING*" SOUND ABOVE THEIR RACKET.

DID IT! SNAGGED HIS FOOT AND TRIPPED HIM BACK JUST AS JIMBO FIRED.

BLAM!

WHAK!

THE GUARD'LL WAKE UP WITH A *LUMP* ON HIS HEAD, BUT AT LEAST HE'LL WAKE UP.

ALL RIGHT--WE'VE GOT *TWO MINUTES!* *MOVE IT!*

WE'RE GOING TO *DO* IT, GUYS... WE'RE GOING TO MAKE IT HOME FREE!

THAT'S RIGHT, JIMBO-- *GLOAT* WHILE YOU CAN.

BUT PRETTY SOON NOW I'M GONNA PUT YOU AWAY--

--FOR A LONG, LONG TIME!

CHAPTER 2: TENTACLED ENCOUNTERS OF THE OCTOPUS KIND!

THE EVENING MIST HAS GROWN THICK WITH INKY BLACKNESS. BUT NOWHERE IS IT SO DARK AS IMMEDIATELY SURROUNDING THE MAN CALLED DOCTOR OCTOPUS.

RYAN'S FEEBLE-MINDED MOB GOT THEMSELVES *CAUGHT* LAST NIGHT. THAT SHOULD MAKE IT RATHER *EASY* TO LEARN WHERE THAT COWARDLY CRETIN IS HIDING OUT.

I'M CERTAIN HIS MEN WILL *TALK* TO ME... OR ELSE THEIR SILENCE WILL BE REWARDED WITH DEATH!

POLIC

87th PRECINC

C.BRADY CHIEF

7311

WHAT? THEY'VE ALREADY BEEN *BAILED OUT?* BLAST!

RECORDS

LOOK! IT'S DOCTOR OCTOPUS! WHAT'S HE DOING *HERE?*

SO, THE MINIONS OF THE LAW HAVE *FOUND* ME...

WHAT A SHAME NEITHER OF YOU SHALL SURVIVE LONG ENOUGH TO *TELL* OF THIS MOMENT.

LORD! OUR BULLETS JUST SPRAY OFF HIS STEEL TENTACLES!

BLAM

BAM

MY ARMS ARE VIRTUALLY INDESTRUC-TIBLE--IT WOULD TAKE A *GREATER* POWER THAN YOURS TO RUIN THEM!

AND MORE THAN THAT, MY ARMS PROVIDE ME WITH STRENGTH BEYOND YOUR PUNY COMPRE-HENSION!

SKRU

KCH

!!!

HE'S PULLING DOWN THE WHOLE BLAMED *CEILING!!* HOW DOES HE DO IT?

WHO CARES? JUST GET OUT OF HERE BEFORE WE'RE TRAPPED!

EDDIE! DO YOU SEE THAT? I-IT'S *DOCTOR OCTOPUS!*

DON'T STAND THERE! SOUND THE ALARM!

WHERE IS JIMBO RYAN??

THAT QUESTION HAUNTS THE UNDERWORLD THIS DARK, EVIL NIGHT.

WHEREVER CRIMINALS GATHER, DOCTOR OCTOPUS IS THERE AS WELL...

HE'S A GRIM SPECTER, A DEADLY ADVERSARY... HE IS AN **UNRELENTING FORCE** THAT WILL NOT STOP UNTIL JIMBO RYAN IS **HIS!**

AT LAST, BEFORE DAWN STREAKS THE HEAVENS, SOMEONE FINALLY SQUEALS, AND...

KRAK

RYAN! WHERE ARE YOU, DOLT? WHERE ARE THE **PLANS** YOU STOLE FROM ME, YOU LOW, THIEVING **SNAKE?**

HOLY COW! IT'S **DOC OCK!** WHAT'S **HE** DOING HERE?

CRIPES! IT'S THE OCTOPUS!

WELL, WELL, LOOK WHAT WE HAVE HERE! PETER PARKER, EH? SURELY YOUR OLD FOOL OF AN AUNT WOULD HAVE ANOTHER **HEART ATTACK** SEEING YOU LIKE THIS!

OR ARE YOU ON **ASSIGN-MENT** FOR THAT NEWSPAPER YOU WORK AT?

HUH? I--I DON'T KNOW WHAT YOU'RE TALKING ABOUT.

SURE, KID, I UNDERSTAND... I BLEW YOUR **COVER,** RIGHT?

WELL, WHO CARES, PUNK. YOU BLEW MINE WHEN I WAS TRYING TO **CON** YOUR OLD BIDDY OF AN AUNT WITH MY PHONY MARRIAGE PROPOSALS!

WHUMP

GOTTA **PRETEND** TO BE KNOCKED OUT... CAN'T LET HIM **GUESS** WHO I AM.

TALK, YOU SNIVELLING LITTLE INSECTS. WHERE IS RYAN? I WANT HIM!

OKAY! OKAY! HE WASN'T PAYIN' US MUCH ANYWAY.

LEMME DOWN, I'LL TELL YA WHAT YA WANNA KNOW.

YOU HAD BETTER BE CERTAIN THIS INFORMATION IS ACCURATE, CRETIN-- IF NOT I GUARANTEE I SHALL RETURN--

--AND MAKE GOOD ON RENDING YOU IN HALF!

I'LL BE FEELIN' THOSE SLIMY TENTACLES AROUND MY NECK FOR WEEKS!

YOU'RE REALLY BREAKIN' MY HEART, Y'KNOW THAT, WILLIE? HEY, WHAT DO WE DO WITH THIS PUNK? OCTOPUS SAID HE WAS A SPY!

WHAT DO WE DO? TIE 'IM UP AND TAKE HIM FOR A LITTLE TRIP. THAT'S WHAT.

I STILL OWE 'IM FOR THAT PUNCH HE GAVE ME THE OTHER DAY...

H-HE'S GONE... THANK HEAVEN... HE'S STRONGER 'N AN OX!

MOMENTS LATER, A SEEMINGLY HELPLESS PETER PARKER IS DUMPED INTO THE BACK OF A DARK SEDAN, AND...

HOPE YOU CAN SWIM, PUNK--

--'CAUSE THAT'S THE ONLY WAY YER GONNA MAKE IT WITH A POCKETFUL OF LEAD!

THEY'VE TOSSED ME OUT AT LAST... NOW I CAN FINALLY ACT WITHOUT GIVING AWAY MY IDENTITY!

FOR A LONG MOMENT THERE IS ONLY SILENCE.

THEN...

HERE. GIVE ME YOUR HAND.

YOU TOOK QUITE A DUNKING, PARKER.

WELL, LOOK WHO'S HERE... MY GOOD SAMARITAN WHO STICKS ME WITH A CRUMMY JOB THEN SPLITS.

LISTEN, MISTER, UNLESS I FIND OUT WHAT'S GOING ON, YOU CAN COUNT ME OUT FROM RIGHT NOW!

I'LL DO BETTER THAN THAT, PARKER. I'LL TELL YOU WHERE TO FIND OCTOPUS.

DO WHATEVER YOU WANT WITH HIM... BUT REMEMBER, I WANT RYAN.

SHORTLY...

SOMETHING TELLS ME WHEN I'M THRU WITH THIS STUFF I'LL KNOW LESS THAN WHEN I BEGAN.

HEY! THIS IS RYAN'S PAD? FANCY SHMANCY!

WHO'S THE JERK WHO SAID "CRIME DOESN'T PAY!"

I WORK MY BUTT OFF AND CAN'T AFFORD A PAD HALF THIS SIZ--AH HA!

WHO'S BIG AND GREEN AND UGLY ALL OVER?

DISCOUNTING THE HULK, THAT IS!

SUDDENLY, SPIDER-MAN ACTS. HIS AGILE, LITHE BODY LEAPS THROUGH THE BROKEN PANE SEPARATING HIM FROM OCTOPUS. THEN...

SPIDER-MAN? I DON'T KNOW HOW YOU KNEW I WAS BACK IN ACTION, AND FRANKLY I DON'T EVEN CARE--

--BUT SHOULD YOU ATTEMPT TO INTERFERE WITH MY LATEST SCHEME, I'LL DESTROY YOU!!

FUMP!

DOC, IS THAT ANY WAY TO GREET A GUY YOU HAVEN'T SEEN IN YEARS?

WHERE'S YOUR "HOW ARE YA, GUYS?" OR YOUR "WHAT ARE YOU UP TO, PALS?"

AFTER ALL, WE'RE NOT GOING TO HAVE MUCH TIME TO TALK ONCE I TOSS YOU BACK BEHIND BARS!

THOK!

WHAT? YOUR ACCURSED WEBBING! YOU'VE COVERED MY GLASSES WITH IT!

THWIP!

BETTER BELIEVE IT, DOC. I ALWAYS FALL BACK ON THE OLD STANDBYS!

THEN YOU HAD BETTER LEARN SOME NEW TRICKS, INSECT! THIS ONE NO LONGER WORKS!

I'VE COATED MY LENSES WITH A SPECIAL NON-STICK SOLUTION!

NOT EVEN YOUR BLASTED WEBBING WILL ADHERE TO THEM!

OH, WELL-- THERE'S ALWAYS NEXT TIME!

WRONG, CRETIN-- THERE WILL NOT BE A NEXT TIME!

ULP!

THIRTY FIVE STORIES, STRAIGHT DOWN!

I'D MAKE QUITE A RED-AND-BLUE *BLUR* ON THE SIDEWALK IF I FELL ALL THE WAY.

FORTUNATELY, I COME EQUIPPED WITH MY HANDY-DANDY, SPIDER-WEBBING, PATENT-PENDING, AND ONLY $9.95 AT YOUR LOCAL DRUGSTORE!

HUH? OCK'S GONE!

BUT MY FRIENDLY, NEIGHBORHOOD GOVERNMENT SPY SEEMS TO BE ON HAND!

YOU'RE JUST LIKE ZITS -- YOU POP UP EVERYWHERE!

BUT I DON'T SUPPOSE YOU'LL *EXPLAIN* WHAT'S GOING ON, WILL YOU?

I CAN TELL YOU WHERE TO FIND OCTOPUS AND RYAN... WILL THAT DO?

FOR NOW, I GUESS.

THE GRAHAM CONSTRUCTION SITE... DUMAS AND B STREET -- DOWNTOWN.

I'VE SWUNG BY THAT LOT A FEW TIMES... WANNA LIFT?

HEY, DID YOU HEAR -- *HUH?*

HE'S GONE!

WHEN THIS FIASCO IS OVER, THAT G-MAN AND I GOTTA HAVE A LONG, LONG *TALK!*

BEGINNING WITH HOW HE FOUND OUT WHO I AM, AND ENDING WITH HOW DOES HE POP UP AND *VANISH* LIKE THAT!

CHAPTER 3: SQUID PRO QUO! OR, "YOU BEAT ME UP, AND I'LL BEAT YOU!"

DARK SHADOWS INCH ALONG GRIMY MANHATTAN STREETS LIKE WORMS SLITHERING HOME TO THEIR HOLES.

THE ONLY ONES WHO DARE BRAVE THE NIGHT ARE THOSE HUDDLING COLD AND IMPOVERISHED IN DILAPIDATED DOORWAYS.

THEREFORE, ONLY A PALTRY FEW ACTUALLY WITNESS THE MIND-STAGGERING SIGHT OF A MAN MAKING HIS WAY DOWN THE INFAMOUS BOWERY...

...ON MECHANICAL ARMS TWENTY-FIVE FEET LONG...

OCTOPUS! WHAT ARE YOU DOING? WHERE ARE YOU *TAKING* ME?

YOU SHOULD *KNOW* THE ANSWER TO THAT, RYAN!

WE'RE HEADING TO WHERE YOU STASHED MY DESIGNS!

I AIM TO *RETRIEVE* THEM, RYAN--

--THEN CONTINUE WITH MY MASTER PLAN-- *UNINTERRUPTED!*

WE'RE AT THE ADDRESS YOU GAVE ME, RYAN, BUT ALL I SEE IS A CONSTRUCTION SITE!

HAVE YOU BEEN LYING TO ME, DOLT?

SPEAK QUICKLY, MAN--MY PATIENCE IS QUICKLY RUNNING OUT. WHERE ARE MY PLANS?!!

THE GRAHAM CONSTRUCTION COMPANY PRESENTS THE PAUL PARON BUILDING

I--I DIDN'T LIE, OCTOPUS...I SWEAR IT--THEY'RE ACROSS THE STREET, IN THAT OLD JOINT.

I GAVE 'EM TO MY BUDDY... FIGURED YOU'D NEVER FIND 'EM THERE.

WELL, YOU THOUGHT WRONG, RYAN...I CAN LOCATE THOSE PAPERS WITHOUT EVEN LEAVING MY PERCH HERE.

"THE SENSORS BUILT INTO MY INCREDIBLE ARMS WILL LEAD THEM INSTANTLY TO WHAT I SEEK.

"THOSE PAPERS WILL BE MINE IN A MATTER OF MOMENTS--

"--AND THEN, I SHALL DEAL WITH YOU!"

WITH ALL THAT GOING ON, WHEN ARE WE EVER GONNA GET A CHANCE TO CHAT?

WHAK!

YOU AGAIN? YOU'RE INSUFFERABLE! IMPOSSIBLE!

AND THOSE ARE MY GOOD POINTS!

LISTEN, DOC, WHY GO THROUGH ALL THIS STRUGGLING-- LET'S JUST FOLLOW OUR *USUAL* SCENARIO!

WE BATTLE FOR A COUPLE 'A MINUTES. YOU SEEM TO GET THE *BETTER* OF ME, THEN IN A LAST-DITCH EFFORT, I EMERGE VICTORIOUS!

WHAMMO! AND YOU'RE OUT LIKE A NEW YORK BLACKOUT!

SPIDER-MAN, YOU ARE MORE OF A CRETIN THAN I HAD SUSPECTED!

YOU ACTUALLY EXPECT ME TO *SURRENDER?*

YOU SIMPLE-MINDED BUFFOON, THERE IS NO WAY YOU CAN DEFEAT OTTO OCTAVIUS!

THIS SIDE UP

FOR THIS TIME, *DOCTOR OCTOPUS SHALL BE TRIUMPHANT!*

WHOMP!

MY *BACK!*

HE'S *CRUSHING* ME WITH THAT GIRDER! CAN HARDLY *BREATHE!*

IF I DON'T MOVE QUICKLY, I'LL BE *DOOMED!*

NICE TRY, DOC OCK, BUT I'M A LOT MORE THAN JUST ANOTHER PRETTY MASK!

HAVE YOU FORGOTTEN MY NEAR-LEGENDARY *SPIDER-STRENGTH?*

YOU COULD SAY I CAN BEND STEEL IN MY BARE HANDS...

...BUT I THINK THAT'S *COPY-RIGHTED* BY SOMEONE ELSE!

YOU BROKE FREE? BUT THAT'S *IMPOSSIBLE!*

IT IS? NOW WHY DIDN'T YOU TELL ME THAT ***BEFORE*** I FREED MYSELF?

AFTER ALL, IF I KNEW ***THAT*** WAS IMPOSSIBLE, I'D NEVER BE ABLE TO DO ***THIS!***

WOK!

YOU CONTEMPTIBLE CRETIN-- JUST BECAUSE YOU HAVE ME PINNED, DO NOT BELIEVE I AM HELPLESS!

HUH? YOUR TENTACLES ***GRABBING*** ME... ***CHOKING ME!!***

MY SPECIAL ARMS MAKE ME ALL BUT ***IMPERVIOUS*** TO YOUR INEFFECTUAL ATTEMPTS TO SUBDUE ME!

THOK!

KILLING YOU, SPIDER-FOOL!

NO LONGER SHALL I MAKE THE MISTAKE OF ***TOYING*** WITH YOU.

NOW THAT I HAVE YOU ***HELPLESS,*** I'LL ***CRUSH*** THE LIFE OUT OF YOU BEFORE YOU CAN FURTHER ***THWART*** MY PLANS!

LET'S ***CORRECT*** THAT, OCK-- YOU CAN ***TRY*** TO CRUSH ME...

...JUST AS I CAN TRY TO THROW YOU ***OFF-BALANCE*** BY GRABBING ONE OF YOUR OTHER ARMS!

WHAT? YOU'RE FLIPPING ME OVER-- THERE'S NOTHING TO GRAB ON TO!

SKROK!

YOU GET THE DRIFT, DOC--

YOU *CAN'T* ATTACK ME IF YOU'RE TOO BUSY SAVING YOURSELF!

GREAT SCOTT-- *NO!*

ARRGHHH! MY ARM! YOU RIPPED OFF MY *TENTACLE!*

THE PAIN... THE *SEARING PAIN!!* THAT ARM WAS *GRAFTED* TO ME... IT WAS AS MUCH A PART OF ME AS MY *REAL* ARM!

ARGHH! WHAT HAVE YOU DONE TO ME, YOU ADDLE-PATED DOLT? *WHAT HAVE YOU DONE?!?*

DIDN'T INTEND TO RIP YOU APART, OCK, BUT I'M *NOT* LETTING YOU OUT OF HERE-- NOT NOW!

I'LL GET YOU TO THE *HOSPITAL*... THEY CAN *RELIEVE* YOUR PAIN!

NEVER! I'LL CRUSH YOU THEN FIND MY OWN PHYSICIAN!

OCK'S LOSING, AND WHEN HE DOES, THE WEB-SLINGER WILL COME AFTER ME!

BETTER *SPLIT* BEFORE THEY KNOW I'M GO--

NO, RYAN, YOU'RE NOT GOING ANYWHERE!

HUH? WHO SAID--?

WHAT? *YOU!! I-IT CAN'T BE!!*

YOU KNOW WHY I'M HERE, RYAN. YOU'VE GOT TO *PAY* FOR COMMITTING THAT MURDER.

BUT FIRST, YOU WILL *ADMIT* TO YOUR CRIMES!

HEY... DON'T TOUCH ME... DON'T COME *NEAR* ME...

DON'T KNOW WHAT'S GOING ON... DON'T EVEN CARE--

JUST KEEP AWAY FROM ME... *KEEP AWAY FROM ME!!*

SORRY, RYAN, BUT THE LAW WON'T LET YOU GET AWAY WITH MURDER!

YOU SHOULD HAVE KNOWN THAT FROM THE BEGINNING!

I DON'T HAVE TO KNOW ANYTHING, MAN--*HEY!*

DON'T COME NEAR ME... DON'T TOUCH ME!

STOP BACKING UP, YOU FOOL! LOOK *BEHIND* YOU!

OH NO... *NO!* YOU'RE NOT GOING TO PULL THAT OLD TRICK ON ME.

YOU DON'T EXPECT ME TO *FALL*--

RYAN!!

WHA--? RYAN'S PLUNGING OFF THE BUILDING--HE'LL *DIE!*

CAN'T LET THAT HAPPEN-- EVEN IF IT MEANS OCK WILL ESCAPE!

RYAN! GO LIMP...

...DON'T TIGHTEN UP, MAN...

THERE-- GOT YOU!

YOU'RE GOING TO CONFESS TO KENT BLAKE'S MURDER.

YOU'LL LIVE, RYAN, PROVIDING YOU START TALKING!

ALL RIGHT, GUY, HERE'S YOUR BIRD-- READY FOR PLUCKING!

HMMM...I SEE OCK TOOK OFF AS I SUSPECTED.

HE GRABBED SOME PAPERS FROM THAT BUILDING ACROSS THE WAY AND FLED.

I'M SORRY, BUT THERE WAS NO WAY I COULD STOP HIM.

DON'T HASSLE IT, HE'LL POP UP AGAIN... HE ALWAYS DOES!

BUT, FOR NOW...

SHORTLY, AT POLICE HEADQUARTERS...

WELL, WELL, LOOK WHAT THE SPIDER DRAGGED IN. IF IT ISN'T JIMBO RYAN HIMSELF!

PUT ME AWAY! I'LL TALK! I'LL CONFESS!

JUST LOCK ME AWAY!!

SURE, JIMBO-- WITH PLEASURE!

EPILOGUE:

EARLY THE NEXT MORNING...

WHEN I CAPTURED RYAN, THAT GOVERNMENT AGENT VANISHED AGAIN... SO I STILL DON'T KNOW A THING...

BUT IF HE WAS A FRIEND OF BLAKE'S PERHAPS BLAKE'S *WIFE* KNOWS WHO HE IS...

I GOTTA FIND OUT WHAT HE'S GOING TO DO ABOUT MY SECRET I.D.

MRS. BLAKE. I'M PETER PARKER FROM THE GLOBE. REMEMBER ME?

YES, OF COURSE, MR. PARKER. PLEASE ... COME IN.

YOUR HUSBAND'S KILLER *CONFESSED* TO HIS CRIMES. I, UH, WAS WONDERING WHAT YOUR FAMILY REACTIONS WERE...

I *KNEW* KENT WAS INNOCENT, MR. PARKER... I NEVER HAD ANY DOUBT... BUT NOW HE'S BEEN *CLEARED*, AND HIS CHILDREN KNOW HE DIED A HERO--

AND SOMETHING TELLS ME KENT'S *SPIRIT* CAN NOW REST IN PEACE KNOWING HIS NAME HAS BEEN VINDICATED!

STILL, I'LL *MISS* HIM. LORD, I'LL MISS HIM.

MRS. BLAKE-- THAT PICTURE-- THAT'S YOUR *HUSBAND?*

OF COURSE, THAT'S KENT. BUT WHY DO YOU SEEM SO *SURPRISED?*

I, ER--THAT IS... NEVER MIND... I REALLY DON'T THINK YOU'D BELIEVE ME EVEN IF I TOLD YOU...

DAZED, CONFUSED, PETER PARKER TAKES HIS LEAVE OF THE BLAKES, AND...

GOODBYE, MR. PARKER, AND THANK YOU FOR YOUR CONCERN...

I--I DON'T UNDERSTAND... THAT WAS THE PICTURE OF THE GOVERNMENT AGENT WHO--

BUT, IF THAT WAS KENT BLAKE, THAT WOULD MEAN IT WAS HIS GHOS--

OH NO... *NO*... DON'T WANT TO THINK ABOUT THIS...

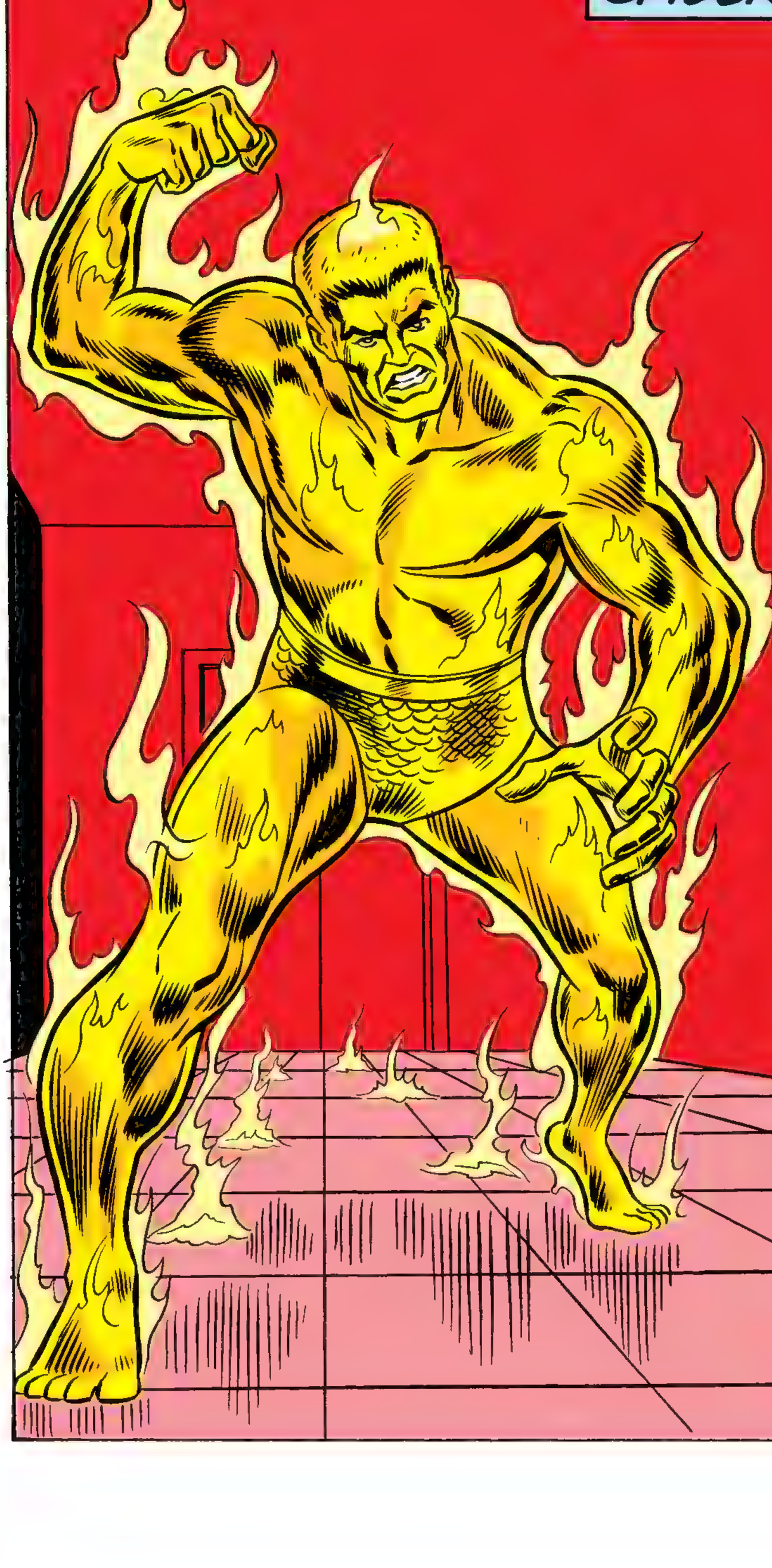
SOMETHING TELLS ME I'M BETTER OFF NOT THINKING ABOUT THIS AT ALL!

TO BE CONTINUED IN *PETER PARKER ANNUAL* #1, ON SALE SOON!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE MOLTEN MAN

FIRST APPEARED IN THE AMAZING SPIDER-MAN #28



ONCE HE WAS MARK RAXTON, A DISGRUNTLED ASSISTANT SCIENTIST WHO HELPED SPENCER SMYTHE DEVELOP A LIQUID METAL ALLOY. DUE TO A FREAK ACCIDENT, THE BURNING CHEMICAL WAS ABSORBED INTO RAXTON'S SKIN AND GAVE HIM THE POWER TO INCINERATE ANY-THING HE TOUCHED. NEEDLESS TO SAY, HIS POWER ALONE MAKES HIM ONE OF SPIDEY'S MOST DANGEROUS FOES... BUT HE'S ALSO THE STEP-BROTHER OF PETE'S FRIEND LIZ ALLEN...WHICH PREVENTS OUR WALL-CRAWLER FROM USING ALL HIS POWER TO STOP HIM!.

APPEARANCES:
SPIDER-MAN #28, 35, 132, 133, 172, 173

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE LOOTER

(A.K.A. THE METEOR MAN!)

FIRST APPEARED IN **THE AMAZING SPIDER-MAN** #36

DEFINITELY ONE OF SPIDEY'S STRANGEST VILLAINS, THE LOOTER IS NORTON G. FESTER, WOULD-BE SCIENTIST, PART-TIME BUMBLER, AND FULL-FLEDGED NUT! WHEN HE ACCIDENTALLY CRACKED OPEN A GAS POCKET IN A FALLEN METEOR, HE WAS GIVEN POWERS THAT MADE HIM A DANGER TO SPIDEY. FIRST HE CALLED HIMSELF THE LOOTER, THEN CHANGED IT TO THE METEOR MAN. WHAT HE'LL CALL HIMSELF NEXT IS ANYBODY'S GUESS.

APPEARANCES:
SPIDER-MAN #36
MARVEL TEAM-UP #33, 34
DEFENDERS #64

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE RHINO

FIRST APPEARED IN THE AMAZING SPIDER-MAN #41

WITHOUT A DOUBT, ONE OF SPIDEY'S MOST POWERFUL BADDIES. STRONG AS THE BEAST WHOSE NAME HE TOOK, NOTHING CAN STOP HIM ONCE HE BEGINS HIS MINDLESS RAMPAGE! CONCRETE BLOCK-HOUSES CRUMBLE TO DUST BEFORE HIM, AND MORE THAN ONE HERO HAS FELT HIS AWESOME STRENGTH. NATURALLY, SPIDEY WAS THE FIRST, AND HE CAN STILL FEEL THE BRUISES!

APPEARANCES:
SPIDER-MAN #41, 43
HULK #104, 117, 124, 157, 158, 159, 171, 218
DEFENDERS #42, 43

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE SHOCKER

FIRST APPEARED IN THE AMAZING SPIDER-MAN #46

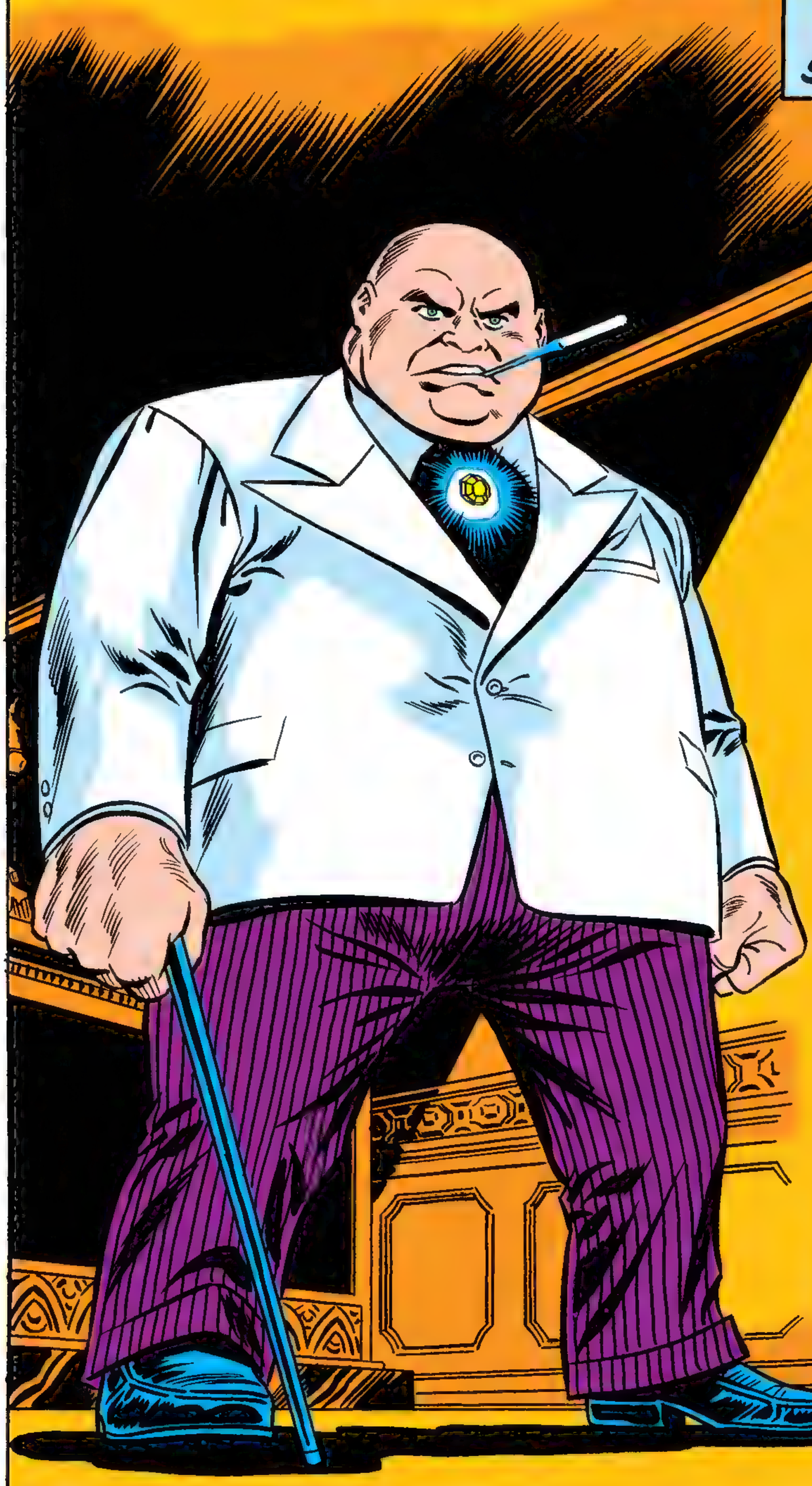
WHAT CAN WE SAY ABOUT THE SHOCKER THAT HIS VIBRO-SHOCK UNITS CAN'T SAY BETTER? THERE'S NOTHING HE CAN'T VIBRATE APART WITH HIS MECHANICAL BLASTERS, NOTHING THAT CAN STOP HIM, AND NOTHING THAT HE WON'T GO AFTER SHOULD IT PROVE VALUABLE ENOUGH TO STEAL! THE SHOCKER IS ONE OF SPIDER-MAN'S WILDEST FOES, SO PLEASE DON'T GET IN HIS WAY, OKAY?

APPEARANCES:
SPIDER-MAN #46, 72, 151, 152
DEFENDERS #64

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE KINGPIN

FIRST APPEARED IN THE AMAZING SPIDER-MAN #50



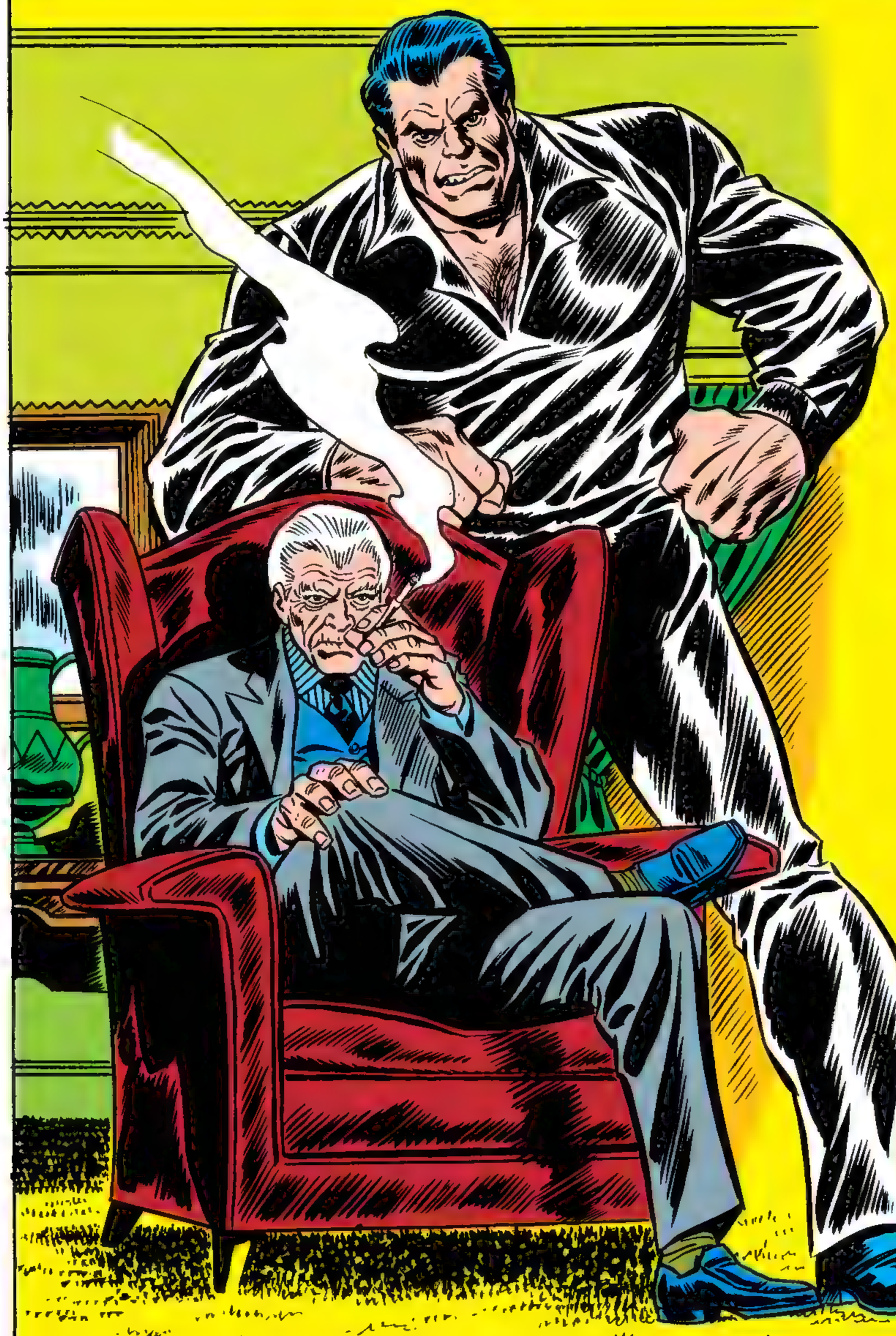
WHEN IT COMES TO RAW POWER, NOBODY CAN BEAT THE KINGPIN! THE MASSIVE GIANT MAY SEEM TO BE MADE OUT OF BLUBBER, BUT DON'T DARE SAY THAT TO HIS FACE. HE'S SIX-FOOT SEVEN INCHES OF SOLID MUSCLE, AND NOT EVEN SPIDEY HAS BEEN ABLE TO STOP HIM ONCE HE GETS GOING! HE'S NOT ONLY STRONG, BUT HE'S CUNNING, AND AS DEADLY AS THEY COME... BUT, FOR ALL HIS EVIL, HE WILL DO ANYTHING FOR HIS WIFE, VANESSA, THE WOMAN HE LOVES!

APPEARANCES:
SPIDER-MAN #50, 51, 59, 60, 61, 68, 69, 70, 71, 84, 85, 163, 164, 197
CAPTAIN AMERICA #147, 148

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

SILVERMANE and MAN-MOUNTAIN MARKO

FIRST APPEARED IN THE AMAZING SPIDER-MAN #73



SILVERMANE IS THE LEADER OF THE MAGGIA, PROBABLY THE MOST POWERFUL CRIMINAL ORGANIZATION IN EXISTENCE. HE'S ALSO THE KINGPIN'S ARCH-RIVAL FOR CONTROL OF CRIME IN NEW YORK CITY. SILVERMANE IS FEARED BY MOST EVERYONE, AND IF YOU MEET HIM, YOU'LL KNOW WHY. MAN MOUNTAIN MARKO IS HIS BODYGUARD, AND HE'S SOLID MUSCLE AND SOLID HATE. DON'T GET INTO AN ARGUMENT WITH HIM: MARKO ANSWERS WITH HIS FISTS!

APPEARANCES:
SILVERMANE
SPIDER-MAN #73, 74, 75
DAREDEVIL #120,121,122, 123

MARKO
SPIDER-MAN #73,74,75

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE PROWLER

FIRST APPEARED IN THE AMAZING SPIDER-MAN #78

HE'S NOT REALLY A VILLAIN, BUT HE CERTAINLY SEEMED THAT WAY WHEN HE FIRST APPEARED TO GIVE SPIDEY A HARD TIME. HE IS, IN FACT, HOBIE BROWN, A GUY WHO FELT EVERYTHING GOOD ALWAYS HAPPENED TO SOMEBODY ELSE, USING HIS NATURAL ACROBATIC SKILLS, AND SEVERAL HOME-MADE GADGETS, THE POOR WINDOW-WASHER BECAME THE MENACING PROWLER, UNTIL SPIDEY SHOWED HIM THE ERROR OF HIS WAYS!

APPEARANCES:
SPIDER-MAN #78, 79, 93, 97
DEFENDERS #62, 63, 64
DEADLY HANDS OF KUNG FU #21

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE KANGAROO

FIRST APPEARED IN THE AMAZING SPIDER-MAN #81

FRANK OLIVER STUDIED THE KANGAROO IN AUSTRALIA, ATE WHAT THEY ATE, DRANK WHAT THEY DRANK, AND WISHED HE COULD LEAP AS THEY LEAPED AND WAS AS PROPORTIONALLY STRONG AS THEY WERE. BUT IT WASN'T UNTIL HE MET THE EVIL DR. JONAS HARROW THAT HE WAS CHANGED.., REBUILT WITH WIRES, CHEMICALS AND STEEL..., AND BECAME ONE OF SPIDEY'S MOST FEARED FOES!

APPEARANCES:
SPIDER-MAN #81, 126

A MIGHTY MARVEL BONUS PAGE

EVERYBODY IN THE WORLD SEEMS TO BE WRITING TO US, DEMANDING THAT WE PRESENT THE NEVER-BEFORE PUBLISHED SCHEMATIC ON ALL OF PETER PARKER'S HANGOUTS. AND SO, AT GREAT EXPENSE (TWO ROAST BEEF SANDWICHES, ACTUALLY), WE PRESENT...

PETER PARKER'S PAD!

PETER'S APARTMENT BUILDING. ADDRESS: 410 CHELSEA ST. NEW YORK (HE'S RIGHT OFF EIGHTH AVENUE IN CASE YA WANNA LOOK 'IM UP!).

PETER'S APARTMENT.

SKYLIGHT TO P.P.P.*

LANDLORD MUGGINS' APARTMENT.

* PETER PARKER'S PAD... NATCH. --MARV & KEITH.

FOR DETAIL STICKLERS: THE ORIGINAL HARD-TO-DIG-UP **FLOORPLAN**... RIGHT FROM THE BUILDER'S FILES.

JUST IN CASE YOU HAVE TROUBLE FINDING PARKER'S PAD, HERE'S PETER'S NEIGHBORHOOD...

SHOES
SHOE REPAIR
WONG DRY CLEANER
WONG DRY CLEANER
HANNIGAN'S DELICATESSEN
ATESSEN
MADAME SALINA'S SPIRITAL ADVISOR
ASTROLOGY

WE HEAR THE DELI MAKES GREAT KNISHES.

DAILY BUGLE

AND NOW FOR CULTURE LOVERS' EVERYWHERE:

THE BUGLE BUILDING! 46 STORIES TALL!

GLORY GRANT'S DESK.

J. JONAH JAMESON'S EDITORIAL OFFICE.

STAFF AND REPORTERS' AREA.

J. JONAH JAMESON'S 46TH FLOOR PENTHOUSE OFFICE.

JOE (ROBBIE) ROBERTSON'S OFFICE.

BETTY BRANT-LEEDS' DESK.

SEVENTEENTH FLOOR.

THE DAILY GLOBE

AND NOW, FOR THE OTHER SIDE OF THE BLOCK...

BARNEY BUSHKIN'S DESK.

CONFERENCE ROOM.

STAFF AND REPORTERS' AREA.

THE DAILY GLOBE BUILDING, 28 STORIES TALL!

SANDY JONES' DESK.

K.J. CLAYTON'S OFFICE ON THE 28TH FLOOR.

PETER PARKER'S OFFICE.

DARKROOM.

AFTER GRADUATING FROM MIDVALE HIGH, PETER PARKER ENTERED EMPIRE STATE UNIVERSITY AS A SCIENCE MAJOR. THIS FALL HE WILL BEGIN HIS GRADUATE STUDIES IN BIOPHYSICS.

EMPIRE STATE UNIVERSITY

PETE/SPIDEY

SCIENCE BUILDING

PHYSICS BUILDING

Dr. MORRIS SLOAN

Dr. CURT CONNORS

DORMITORIES

MARCY KANE

ART SCHOOL

HUMANITIES BUILDING

STEVE HOPKINS

GYM

FLASH THOMPSON & SHA SHAN

LIBRARY

PHILIP CHANG

CHRIS MARTIN

HECTOR AYALA/ WHITE TIGER

HOLLY GILLIS

DEBRA WHITMAN

TRACK & TENNIS COURTS

AS PETE'S HORIZONS EXPAND, SO DOES HIS SUPPORTING CAST. HERE ARE JUST SOME OF THE FOLKS YOU'LL BE GETTING ACQUAINTED WITH IN THE MONTHS TO COME.!

75¢ CC

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1ST ISSUE
COLLECTOR'S ITEM!

KING-SIZE ANNUAL!

PETER PARKER, THE SPECTACULAR

SPIDER-MAN™

Stan Lee presents: THE SPECTACULAR SPIDER-MAN!

BILL MANTLO AUTHOR / RICH BUCKLER & JIM MOONEY ARTISTS / JIM NOVAK LETTERS / BOB SHAREN COLORS / ALLEN MILGROM EDITOR / JIM SHOOTER HEAD HONCHO

AND MEN SHALL CALL HIM... OCTOPUS!

"THE SKY IS CHANGED--AND SUCH A CHANGE! O NIGHT AND STORM AND DARKNESS! YE ARE WONDROUS STRONG..." --LORD BYRON

IT'S A GOOD THING I'M NOT THE SUPERSTITIOUS TYPE! OTHERWISE I'D SUSPECT A CONNECTION BETWEEN THIS ***STORM*** AND MY ENCOUNTER WITH KENT BLAKE EARLIER THIS EVENING!*

I'D BELIEVE I HAD DREAMT THE WHOLE THING UP--EXCEPT MY BONES STILL ACHE FROM THE BEATING ***DOC OCK*** GAVE ME.

EH? MY ***SPIDER-SENSE*** IS STARTING TO TINGLE--WARNING ME OF ***DANGER!*** BUT WHAT?!

*CONTINUING THE DEATH-DUEL BETWEEN OUR FRIENDLY, NEIGHBORHOOD WALL-CRAWLER AND THE DEADLY DR. OCTOPUS, WHICH BEGAN IN ***AMAZING SPIDER-MAN ANNUAL*** #13 --AL.

PARK

LG706

THE WIND IS BLOWING WITH *HURRICANE* INTENSITY-- BUT WITH MY SPIDER-LIKE ABILITY TO CLING TO ANY SURFACE, I WON'T BE SWEPT AWAY! SO WHY IS THE OLD SPIDEY SENSE ACTING UP?!

THE BUILDING FACADE!

IT'S BEGINNING TO CRUMBLE-- TO *COLLAPSE* FROM THE FORCE OF THE WIND!

IT'S FALLING TOWARD THE CROWDS BELOW, ON FIFTH AVENUE.

WRUMP

HOLY--! CALL THE POLICE! THE FIRE DEPARTMENT!

YOU *DO* THAT, CITIZEN-- WHILE I TRY TO KEEP THIS TON-AND-A-HALF OF BRICKS FROM TUMBLING STREET-WARD!

UNHH! I DON'T HAVE ANY LEVERAGE AND I'M PUSHING AGAINST THE WIND!

OH NO! CROWDS ARE GATHERING BELOW! WHAT DO THEY THINK THIS IS-- A PERFORMANCE?!

GOT TO CLEAR THE STREETS!

LOOK, ARCH-- THE *SPIDER-SIGNAL!*

IT'S *SPIDER-MAN,* TRYING TO WARN US!

KRRAK

OH, NO! THERE IT GOES-- BREAKING INTO SECTIONS! ONLY ONE CHANCE--!

GOTTA FIGHT THE WIND!

HEAVE THE FACADE ONTO THE BUILDING!

T-THE STRAIN IS INCREDIBLE!

LOOK! WHAT'S SPIDER-MAN DOING?

H-HE'S HURLING BRICKS DOWN ON US!

BULL! THAT'S DAILY BUGLE TALK! HE'S TRYING TO *SAVE* US!

I--I DID IT! THE DANGER'S PAST!

KRUMP

OMIGOSH! A SECTION BROKE LOOSE!

I'VE **WEBBED** IT-- BUT IT'S DRAGGING ME DOWN WITH IT!

THWIP

GOTTA GO WITH THE FLOW --SWING IT TOWARD THAT WAREHOUSE ROOF...

SPIDER-MAN, GET DOWN HERE! YOU CAN'T JUST WALK AWAY FROM A NEAR-DISASTER WITHOUT AN EXPLANATION!

NYPD

HE-HE IGNORED ME! HE JUST SWUNG AWAY!

MOMENTS LATER, DOWNTOWN...

SO WHO'S WALKING? SEE YA, SARGE!

SO, WHAT WERE YOU GONNA BOOK HIM FOR? ***HEROISM?***

GOOD! NOT A SOUL AROUND!

THIS IS THE CONSTRUCTION SITE WHERE I FOUGHT DOC OCK LAST NIGHT! I WAS AFRAID SOMEBODY WOULD INVESTIGATE...

...BUT THE STORM HAS SLOWED THINGS DOWN!

OCK GOT WHATEVER IT WAS HE WAS AFTER-- BUT HE *LOST* SOMETHING, TOO, DURING OUR FIGHT!

SOMETHING I'M HOPING WILL *LEAD* ME TO HIM!

APPROACHING THE DEBRIS OF THE BATTLE, THE SPECTACULAR SPIDER-MAN SIFTS THROUGH MOUNDS OF MORTAR AND METAL!

AW, C'MON! IT'S *COLD* OUT HERE AND MY SPIDEY-COSTUME ISN'T WEATHERIZED!

WHERE *IS* IT??

AH! HERE WE GO!

SOMEHOW, IT GOT STUCK UNDER THE BUILDING'S FREIGHT ELEVATOR!

DOC OCK'S *ARM!!*

I TORE IT OFF HIM JUST BEFORE HE MADE HIS ESCAPE!

IT'S LIMP NOW-- LIFELESS! FUNNY WAY TO DESCRIBE A LENGTH OF HYDRAULIC TUBING...

... BUT DOC OCK'S ARMS HAVE ALWAYS BEEN A LOT MORE THAN MERE MECHANICAL WALDOES!

IT'S LIKE THEY AND OCK HAVE A SYMBIOTIC--A MUTUALLY DEPENDENT--RELATIONSHIP! I NEVER THOUGHT OF THE ARMS AS ***ALIVE*** BEFORE, THOUGH...

...BUT NOTHING ELSE EXPLAINS THE DOC'S SCREAM OF ***ANGUISH*** WHEN I TORE THE ARM FROM HIM--AS IF THE ARM WERE PHYSIOLOGICALLY A PART OF HIM!

AN INTERESTING THEORY, BUT HARDLY ONE TO PONDER AT A WINDSWEPT CONSTRUCTION SITE!

THAT'S WHERE LEADING A ***DUAL EXISTENCE*** COMES IN HANDY!

WHAT SPIDER-MAN CAN'T SOLVE, PETER PARKER--BOY GENIUS --***CAN***...

...AT EMPIRE STATE UNIVERSITY'S GRAD SCHOOL LABORATORIES!

BUT, WHILE SPIDEY SWINGS OVERHEAD--

YEEAGHH

--A ***SCREAM*** ECHOES FAR BELOWGROUND!

THE CRY EMANATES FROM THE SUBTERRANEAN, **SUBWAY HIDEOUT** OF THAT DEADLIEST OF ALL THE WEB-SLINGER'S FOES... THE DIABOLICAL **DOCTOR OCTOPUS!**

D-DOCTOR OCTAVIUS, I DON'T UNDERSTAND IT! I'VE ADMINISTERED THE MOST POWERFUL **ANESTHETIC** KNOWN TO MEDICAL SCIENCE... BUT IT SEEMS TO HAVE NO AFFECT! IT-- IT'S ALMOST AS IF YOUR **PAIN** OVER THE LOSS OF YOUR MECHANICAL ARM WERE--ER--IN YOUR **MIND!**

FOOL! IMBECILE! CRETIN! YOU WERE RECOMMENDED TO ME AS THE BEST PHYSICIAN THE **UNDERWORLD** HAS TO OFFER -- BUT YOU HAVE SHOWN YOURSELF TO BE A CHARLATAN!... A QUACK!

ARGHH! MY SIDE! THE PAIN! DO SOMETHING YOU OVERRATED CLOWN! DO ANYTHING!

I'M SORRY--THERE IS NOTHING I CAN DO! I'M A PHYSICIAN, DR. OCTAVIUS... NOT A *PSYCHIATRIST!*

BEHIND HIS SHADED LENSES, THE EYES OF DOCTOR OCTOPUS NARROW MENACINGLY!

SLIDING HIMSELF SILENTLY FROM HIS COT, HE MENTALLY COMMUNICATES INSTRUCTIONS TO HIS THREE REMAINING MECHANICAL ARMS...

...AND ONLY THEN DOES THE ASTONISHED PHYSICIAN SUSPECT THAT HE MAY HAVE SPOKEN HIS MIND TOO FREELY!

WHAT IN--? OH, NO!

YOU WERE SUGGESTING SOMETHING, PILL-PUSHER? THAT PERHAPS THE PAIN I FEEL AT THE LOSS OF MY LIMB IS ILLUSORY?

THAT PERHAPS THE GREAT OTTO OCTAVIUS IS NOT QUITE *RIGHT* IN THE HEAD?

N-NO, DOCTOR OCTOPUS! I--I NEVER--!

LIAR! BETTER MEN THAN YOU HAVE CALLED ME *MAD* --AND THEY HAVE PAID FOR THAT AFFRONT AS *YOU* SHALL PAY!

PHYSICIAN, *HEAL THYSELF!!*

YAAAGHHHHH!

KRUMP!

BAH! I HAVE WASTED ENOUGH TIME ON THAT MEDICAL MEDIOCRITY! THE **PLAN** MUST GO FORWARD! NO ONE SUSPECTS, SINCE RECOVERING THE DOCUMENTS STOLEN FROM ME BY THAT FOOL, RYAN--*

--THAT DR. OCTOPUS IS ABOUT TO PULL THE CRIME-COUP OF THE CENTURY!

WHAT ABOUT YOUR MISSIN' **ARM**, DOC?

*SEE AMAZING SPIDER-MAN ANNUAL #13 -- AL.

I WILL TRIUMPH OVER MY PAIN! EVEN NOW, I BEND MY AWESOME WILLPOWER TO THE TASK OF SUMMONING MY LOST APPENDAGE.

IF IT SURVIVED MY ENCOUNTER WITH SPIDER-MAN INTACT, IT **MUST** RETURN TO ME!

THEN, EVEN AS THE WORLD CRINGES FROM ME IN HORROR, I WILL SET ASIDE A MOMENT--

--TO TEAR **SPIDER-MAN** LIMB-FROM-LIMB!

THE FOLLOWING MORNING, ON THE STEPS OF EMPIRE STATE UNIVERSITY'S PHYSICS BUILDING, A TIRED PETER PARKER FINDS HIMSELF ACCOSTED BY FELLOW GRADUATE STUDENT, MARCY KANE.

PETER, MAY I TALK WITH YOU FOR A MINUTE? I-I'D LIKE TO APOLOGIZE.

FOR WHAT, LADY? I'M THE ONE EVERY-BODY SAYS TURNED CHICKEN DURING THE ATTACK ON THE ESU CAMPUS BY **SWARM**, THE BEE-MAN.*

I-WE WERE WRONG TO BLAME YOU FOR COUNSELLING CAUTION, PETE. MAYBE DR. SLOAN'S SUPER-REPEL-LANT WOULD'VE STOPPED SWARM, BUT IT'S POSSIBLE STUDENT LIVES WOULD'VE BEEN LOST IN THE ATTEMPT.

WE SHOULD'VE WAITED-- GIVEN THE REPELLANT TO THE FANTASTIC FOUR TO USE!

BUT THEY NEVER SHOWED UP, DID THEY? AND, THE WAY I HEAR IT, EVEN SPIDER-MAN WAS AFRAID TO TACKLE SWARM, ALONE!

BUT THAT DIDN'T STOP YOU FROM NICKNAMING **ME** "PANTYWAIST PARKER", DID IT, MS. KANE?

*SEE SPECTACULAR SPIDER-MAN #37 -- AL.

PETER, I-I'M TRYING TO FIND A WAY TO APO-LOGIZE--

AND SAYING YOU'RE SORRY IS SUPPOSED TO MAKE EVERYTHING JUST PEACHY, HUH?

FORGET IT, LADY! THE BARB'S SUNK IN WAY TOO DEEP!

I DON'T KNOW WHY, BUT YOU'VE BEEN RIDING ME, ABOUT WHAT YOU SEE AS MY LACK OF COMMITMENT TO MY STUDIES SINCE I BEGAN GRADUATE WORK! WHAT IS IT WITH YOU, ANYWAY?

IT'S JUST THAT I HATE TO SEE NATURAL TALENT WASTED, PETER!

I'VE SEEN YOUR UNDERGRADUATE TRANSCRIPTS. YOU ARE A POTENTIALLY BRILLIANT BIOPHYSICIST...

--BUT, INSTEAD OF APPLYING YOURSELF TO YOUR SCHOOLWORK, YOU SEEM TO REVEL IN TAKING CRIME PHOTOS FOR THE DAILY GLOBE!

HOW WOULD YOU SUGGEST I EARN MY MONEY, MARCY?

YOU GET A STIPEND FOR ASSISTANT TEACHING, JUST LIKE I DO!

WITH THE BILLS I'LL HAVE FOR MY AUNT'S FUNERAL, THAT BARELY KEEPS ME IN ***MEALS***!

OH, PETER, I'M SORRY... I DIDN'T MEAN...

YEAH? TELL ME ABOUT IT, SOMETIME!

WHAT ARE YOU, ANYWAY? MY GUIDANCE COUNSELLOR?

EXCUSE ME, MS. KANE, BUT I'VE GOTTA SPLIT!

AND WATCHING FROM HIS OFFICE, DR. MORRIS SLOAN, HEAD OF THE PHYSICS DEPARTMENT, THINKS SAGELY TO HIMSELF...

THERE SEEMS TO BE FAR MORE THAN MERE CONCERN FOR A TALENTED STUDENT IN MS. KANE'S ATTITUDE TOWARDS YOUNG PARKER.

I WONDER IF SHE'S AWARE OF THAT FACT HERSELF?

WHY DID I CUT MARCY DOWN LIKE THAT?

SHE WAS OBVIOUSLY MAKING AN EFFORT TO UNDERSTAND ME.

BUT MAYBE THAT'S IT. MAYBE I DON'T ***WANT*** TO BE UNDERSTOOD.

AFTER ALL, HOW DO I EXPLAIN THAT MY SLIPPING GRADES AND MY ATTITUDE TOWARDS PEOPLE WHO TRY TO GET CLOSE TO ME--

--ARE BOTH RELATED TO THE FACT THAT I SPEND MY NIGHTS SWINGING OVER THE CITY AS THE SPECTACULAR *SPIDER-MAN*?!

THAT'S ONE FOR THE SHRINKS TO PONDER.

BUT, MEANWHILE, I'VE GOTTA PLAY BOY-SCIENTIST AND ANALYZE DOC OCK'S SEVERED HYDRAULIC ARM FOR SOME CLUE AS TO HIS WHEREABOUTS!

FIRST, I'LL RUN A CHECK FOR TRACE RADIATION LEVELS!

ALL MY LIFE I'VE WANTED TO BE A SCIENTIST--

BUT IS THIS, AS MARCY SAYS, JUST ANOTHER "WASTE" OF MY TALENTS?

--YET, INSTEAD OF DOING RESEARCH TO BENEFIT HUMANITY, I SPEND MY TIME INVENTING WAYS TO COMBAT MANIACAL SUPER-VILLAINS.

BUT, IF RIDDING THE WORLD OF DOC OCK ISN'T A BENEFIT, THEN I DON'T KNOW WHAT IS!

RADIATION SPECTROMETER ON.

NOW TO LINK IN THE COMPUTER.

IF MARCY COULD SEE ME NOW.

BUT, AS THE INTROSPECTIVE GRADUATE STUDENT CROSSES THE ROOM...

HUH? SPIDER-SENSE TINGLING?

SUFFERIN' SPIDERWEBS! IT CAN ONLY BE REACTING TO A THREAT FROM DOC OCK'S--

--ARM.

THWAM!

UNHH! DOC OCK'S ARM--MOVING BY ITSELF! IT CLIPPED ME GOOD!

GOTTA HIT IT WITH MY-- OH, NO!

I INSTINCTIVELY WENT FOR MY WEB-SHOOTERS, BUT THEY'RE CLIPPED TO THE CARTRIDGE BELT OF MY SPIDEY COSTUME--

--*UNDER* MY STREET CLOTHES!

AND OCK'S ARM IS STRIKING OUT AT ME AGAIN!

DOC OCK *MUST* BE GUIDING IT MENTALLY FROM AFAR.

I'VE GOTTA MOVE FAST, EXTRACT A WEB-FLUID REFILL FROM MY CARTRIDGE BELT...

...AND INSERT IT INTO MY WEB-SHOOTER!

NO TIME TO SLIP IT ON MY WRIST! GOTTA HAND-HOLD IT--

--AND *FIRE!*

THWIP

THE FINE QUICK-SPREADING SPRAY ENMESHES THE WILDLY FLAILING TENTACLE IN A STICKY WEB...

...AND, SECONDS LATER, THE THRASHING ARM RELAPSES INTO MOTIONLESSNESS.

GOOD FIDO! HOLD STILL FOR UNCLE PETE, HUH?

NOT A PEEP OUT OF IT! WHY? DOES IT--OR DOC OCK--SENSE FURTHER STRUGGLING IS USELESS, OR...

...IS IT GETTING READY TO BURST OUT OF MY WEBBING?! CRIPES!

FRIIIP!

SVAM!

UNGHH! T-THE ARM'S SNAPPING TAUT, BATTING ME BACK--

--OUT THE WINDOW!

KRASH!

GRABBED THE LEDGE! I'VE GOTTA GET BACK IN BEFORE ANYONE SEES MY SPIDEY COSTUME PEEKING OUT FROM UNDER MY CLOTHES!

BUT I'VE ALSO GOT TO GET A SPIDER-TRACER ON DOC OCK'S ARM BEFORE IT SLITHERS AWAY INTO THE BUSHES!

THAK

THERE IT GOES, BUT THERE'S NO NEED TO ANALYZE IT FOR CLUES NOW!

WITH MY SPIDER-SENSE HOMING IN ON MY SPIDER-TRACER, THE ARM WILL LEAD ME RIGHT TO DOCK OCK!

KNOCK KNOCK

OH, NO! I SHOULD'VE KNOWN ALL THE RUCKUS IN HERE WOULDN'T GO UN-NOTICED!

PETER, I HEARD-- SWEET HEAVEN!

JUST MY LUCK! MARCY'S ALREADY CRITICAL OF ME!

THIS'LL JUST ADD MORE FUEL TO THE FIRE!

AN-- ER-- EXPERIMENT *GOT AWAY* FROM ME!

GOT AWAY? OUT THE WINDOW?

UH, NO! THAT IS-- UH...

HOPELESS, PARKER! HOPELESS!

SHORTLY...

MARCY DIDN'T BELIEVE ME, BUT AT LEAST--

--I GOT RID OF HER SO I COULD PICK UP THE TRAIL OF DOCTOR OCTOPUS' ANIMATED APPENDAGE!

THE SIGNAL FROM MY SPIDER-TRACER IS STEADY, BUT WEAK--AS IF THE ARM WERE TRAVELING *BELOW* THE STREET!

SURE, THAT'S IT! THE ARM MUST BE SLITHERING THROUGH THE CITY SEWERS OR THE SUBWAY SYSTEM!

BUT WHAT'S IMPORTANT IS THE DIRECTION IT'S SLINKING!

TOWARDS THE EAST RIVER!

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WHY NOT? WITH ALL THE POLLUTION I'M SURE THE RIVER BOTTOM'S SEEN WEIRDER SIGHTS THAN LOST LIVING LIMBS!

BUT SINCE I DON'T RELISH A SWIM, I'D BETTER HITCH A RIDE UPRIVER ON THE FIRST PASSING TUG!

LOOKS LIKE "LI'L TOOT" HERE, JUST GOT NOMINATED!

THE TUGBOAT CHUGS STEADILY NORTHWARD, CARRYING ITS CLINGING PASSENGER TOWARDS...

HELL GATE CHANNEL -- A GRAVEYARD FOR SHIPS CAUGHT IN THE TREACHEROUS CURRENT AND LEFT TO ROT.

THE TRACER-SIGNAL SEEMS TO BE COMING FROM THAT HALF-SUBMERGED OIL TANKER!

SO DIS MUS' BE DA PLACE!

WHICH EITHER MEANS DOC OCK'S GOT LOUSY TASTE IN HIDEOUTS, OR HIS HOMEBOUND ARM IS SERIOUSLY LOST!

AH, THERE'S THE SLINKY BEGGAR, WITH MY SPIDER-TRACER STILL FIRMLY ADHERED AND TRANSMITTING!

BUT WHY ISN'T IT MOVING? IT ALMOST LOOKS--

--HOLLOW! HOLY CRUD, A DECOY!! THE OLDEST TRICK IN THE BOOK--

--AND I *FELL* FOR IT! DOC OCK'S REAL ARMS--ALL *FOUR* OF 'EM--SNAKING OUT AT ME FROM THE TANKER'S HOLD!

I'VE BEEN SUCKERED, AND NOW I'M *TRAPPED* IN THE *TENTACLES* OF *DR. OCTOPUS!!*

A TRAP, MY WORRISOME WALL-CRAWLER, FROM WHICH YOU WILL *NOT* ESCAPE!

BOSS, REMEMBER HIS SPIDER-POWERS! YOU WANT US TO DRILL HIM?

STAY BACK, YOU MISBEGOTTEN MISANTHROPES! *SPIDER-MAN* IS *MINE!*

FOR YEARS I HAVE SUFFERED THE ARACHNID'S ANNOYING INTERFERENCE IN MY SCHEMES! *YEARS*, I TELL YOU!

HAS IT BEEN THAT LONG, DOC? GEE, TO ME THE MEMORY OF YOUR UGLY KISSER IS SO VIVID, IT SEEMS LIKE ONLY YESTERDAY THAT I LAST SET EYES ON IT!

MOCKING MORON!

UNNGH!

NEVER HEARD DOC OCK SO SHRILL, SO MANIACAL! THE PAIN OF LOSING HIS ARM MUST HAVE PUSHED HIM OVER THE DEEP END!

BUT, IF ANYTHING, IT'S ALSO MADE HIM FAR MORE DEADLY!

WHERE IS YOUR WITTY REPARTEE NOW, WALL-CRAWLER?

YOU REMAIN SILENT? CAN IT BE THAT *FEAR* HAS MADE YOU SWALLOW YOUR SARCASM?

SURE, WHY NOT? THAT'S AS GOOD AN EXPLANATION AS ANY...

...IF IT BUYS ME A FEW SECONDS TO RECOVER BEFORE OCK ATTACKS AGAIN!

COME, WEB-SLINGER! RISE! FIGHT! DON'T MAKE MY VICTORY AN *EASY* ONE!

THWIP

OKAY, DOC, I WON'T!

EH? YOU WERE ONLY FEIGNING WEAKNESS?

DOC, HE WAS PLAYIN' POSSUM!

THAT'S WHAT I JUST SAID, YOU CRETIN!

EDUCATED GANG OF GOONS YOU'VE GOT THERE, DOC. WHICH MAKES ME WONDER HOW *RYAN* GOT THE IDEA OF BETRAYING YOU AND STEALING YOUR PLANS!

RYAN PAID FOR HIS TREACHERY, WALL-CRAWLER...

...AS YOU SHALL PAY FOR YOUR INSOLENCE!

SORRY, GOGGLE-EYES! I'M FLAT BROKE THIS WEEK!

BUT I'LL GLADLY PAY YOU TUESDAY FOR A PEEK AT THOSE PLANS TODAY!

LOOK OUT, HE'S SWINGING--!

WHOM

YOU WILL GLEAN MY INTENTIONS WHEN THE REST OF THE WORLD DOES, ARACHNID-- WHEN IT IS FAR TOO LATE TO ALTER THEM!

HMM! SOUNDS SERIOUS, DOC! BUT TELL ME SOMETHING--

--IF YOUR SCHEME THIS TIME IS TO TAKE OVER THE WORLD, WHAT DO YOU PLAN ON DOING WITH IT ONCE YOU'VE GOT IT?

TURN IT INTO AN AMUSEMENT PARK? OR WRITE IT OFF AS A TAX DEDUCTION? *UNGHH!*

OKAY! I WAS JUST ASKING! NO NEED TO GET DEFENSIVE!

I SURE WISH I FELT AS CONFIDENT AS I'M TRYING TO SOUND!

UNLESS I START FIGHTING BACK, DOC OCK'LL POUND ME TO SPIDER-PULP!

THE SPECTACULAR SPIDER-MAN! BAH!

YOU ARE A PITIFUL WEAKLING, LIKE ALL THE REST!

YEAH, ESPECIALLY WHEN I PLAY HUMAN PUNCHING BAG, HOPING THE DOC'LL SLIP AND REVEAL HIS PLANS!

BUT THERE ARE LIMITS TO WHAT EVEN A ***SPIDER-MAN*** WILL TAKE IN THE LINE OF DUTY, OCTOPUS! ***DEFINITE*** LIMITS!

WHAP!

BOSS!

STAY BACK! IF THAT WAS THE WALL-CRAWLER'S BEST SHOT--

--THEN THIS CONTEST WILL BE FINISHED FAR SOONER THAN I'D ANTICIPATED!

BLAST! HIS FLAILING ARMS KEEP ME OFF BALANCE!

I PACKED ALL MY POWER INTO THAT PUNCH--

--YET ONLY MANAGED TO STRIKE DOC OCK A GLANCING BLOW!

BUT I'VE GOT TO MAKE HIM SO ANGRY THAT HE SLIPS AND REVEALS THE DETAILS OF HIS PLAN!

HERE'S MUD IN YOUR EYE, DOC!

THWAP!

THAT PUERILE PRANK AGAIN, SPIDER-MAN?

HAVE YOU SO SOON FORGOTTEN THE ***NON-STICK SOLUTION*** WITH WHICH I'VE COATED MY PROTECTIVE LENSES?

NOT ME, DOC! A SPIDER NEVER FORGETS!

THWIP!

I JUST WANTED YOU MOMENTARILY SIGHTLESS WHILST I WEBBED YOUR WIDGETS TOGETHER!

SNAP!

IMBECILE! THE TIME WHEN YOUR WEBBING POSED ANY THREAT TO ME IS PAST!

YOU FACE A FOE AT THE VERY PINNACLE OF HIS POWER, WEB-SLINGER!

GREAT! I CAN'T WAIT TO HEAR THE CRASH WHEN I TOPPLE YOU OFF THAT PINNACLE, DOC!

BOSS, I GOT A BEAD ON HIM!

HE'S MAD, NOW-- MAD ENOUGH TO ***MURDER!*** MAYBE MAD ENOUGH TO SLIP UP AND BLURT OUT WHAT I NEED TO KNOW! BUT I'VE GOTTA GET HIM AWAY FROM HIS GOONS!

HOLD YOUR FIRE! THERE IS NOWHERE HE CAN FLEE!

FLEE, SHMEE! YOU'RE A LOT OLDER THAN I AM, DOC! I PLAN ON EXHAUSTING YOU INTO SUBMISSION!

FAT CHANCE! OCK'S ONE GERIATRIC WHO COULD PLACE IN THE OLYMPICS!

AND I MAY HAVE OUT-SMARTED MYSELF, COMING DOWN HERE!

IN THE CONFINED SPACE OF THE TANKER'S HOLD, THE ADVANTAGE IS ALL OCK'S!

WERE I A VILLAIN IN SOME MINDLESS MELODRAMA, I WOULD CACKLE: "TRAPPED YOU AT LAST, SPIDER-MAN!"

AS IT IS, I WILL BE SUPREMELY CONTENT WITH SIMPLY SMASHING YOU!

GNGG! IT ALL COMES BACK TO ME!

I FOUGHT DOC OCK ON BOARD A SHIP ONCE BEFORE!

AND HE ALMOST BEAT ME THEN!

HUH? SHOOTING FROM YOUR TENTACLES--*INK*?!

NO, AN INK-LIKE *GAS*, ARACHNID!

SOK!

MY SPECIALLY TREATED LENSES ENABLE ME TO SEE! YOU, ALAS, ARE FAR LESS FORTUNATE!

IT'S A GOOD THING OCK DOESN'T KNOW ABOUT MY SPIDER-SENSE! I CAN PIN-POINT HIS EVERY--OOF-- *ALMOST* EVERY MOVE!

STILL, IT'S NOT THE MOST SECURE FEELING IN THE WORLD, BEING WITH-IN REACH OF HIS GRASPING GRABBERS! GOTTA LEAP--!

HUH?! THE TANKER'S HULL --COVERED WITH A SLICK FILM OF *OIL*?!

THE OIL'S CANCELING OUT MY ABILITY TO CLING TO ANY SURFACE!

I-I'M SLIPPING!

RIGHT INTO THE WAITING ARMS OF DR. OCTOPUS!

NOT ON YOUR LIFE! MAYBE I CAN'T CLING--

--BUT I CAN STILL *LEAP!*

NO GOOD! I WASN'T STABILIZED ON THE OIL-SLICK WALL! I'M OFF BALANCE!

SAILING RIGHT INTO DOC OCK'S PUNCH!

SWAM

UNLIKE YOU, SPIDER-MAN, MY ARMS HELP ME MAINTAIN MY STANCE ON EVEN THIS SLIPPERY SURFACE BY ANCHORING ME TO THE HULL WALL!

HA-HA HA

HAHAHA HA HA HA

LEAVING ME FREE TO EMPLOY MY OWN, NOT INCONSIDERABLE STRENGTH, TO PULVERIZE YOU WHILE YOU STRUGGLE FUTILELY TO REGAIN YOUR FOOTING.

H-HE'S RIGHT! CAN'T GET AWAY FROM HIS FLAILING FISTS...

HA HA HA HA

WHILE, UP ON DECK...

GEEZ! WILLYA LISTEN TO THAT?

WHEN THE BOSS LAUGHS LIKE THAT, YOU KNOW IT'S CURTAINS FOR SOMEBODY!

HA HA HA HA

HE'S PROBABLY MAKING HAMBURGER HELPER OUT OF THE WALL-CRAWLER!

I'D SURE HATE TO BE ON THE RECEIVING END WHEN DOC OCK'S ANGRY!

HEY! THE LAUGHTER'S STOPPED! WHAT-- ?

THWAM!

SPIDER-MAN!!

OR WHAT'S LEFT OF HIM! THE WEB-SPINNER WAS DEFEATED ONCE HE ALLOWED HIMSELF TO BE HERDED INTO THE BELLY OF THE TANKER!

UNABLE TO CLING TO THE WALLS AND CEILINGS IN THAT CONFINED SPACE--

--IT WAS ONLY A MATTER OF TIME BEFORE HE FELL TO MY ARTIFICIAL APPENDAGES!

BUT HE'S STILL ALIVE, DOC! LEMME PLUG HIM!

NO! A BULLET WOULD BE TOO SWIFT, TOO MERCIFUL!

I PREFER MY ENEMY'S DEMISE TO BE SLOW, AGONIZING, UTTERLY IGNOBLE!

LIMP AND SENSELESS, SPIDER-MAN DANGLES OVER THE ICY WATERS OF THE EAST RIVER, THE HYDRAULIC ARMS OF DR. OCTOPUS SUSPENDING HIM BETWEEN LIFE AND DEATH!

UNTIL HE IS, AT LAST, UNCEREMONIOUSLY RELEASED!

SPLASH!

NOW I AM FINALLY RID OF MY ONLY STUMBLING BLOCK ON THE PATH TO GREATNESS! FAREWELL, WALL-CRAWLER!

THINK OF ME AS YOUR AGONIZED LUNGS FILL WITH WATER--AS YOU TWIST SLOWLY, SLOWLY WITH THE CURRENT!

AS YOU DROWN LIKE THE VERMIN YOU ARE! HMMM! HE DOESN'T SEEM TO BE LISTENING ANY LONGER!

NO MATTER! THERE WILL BE OTHER AUDIENCES IN THE NEAR FUTURE WHO WILL HARKEN TO THE WORDS OF OTTO OCTAVIUS WITH FEAR AND TREMBLING!

AH, THERE IS MY *OCTOSPHERE*, SURFACING RIGHT ON SCHEDULE! AND A PRETTIER SUBMERSIBLE WAS NEVER DESIGNED, IF I DO SAY SO MYSELF!

SHE SURE IS A WORK OF ART, DOC!

SHE IS FAR MORE THAN MERELY ESTHETICALLY PLEASING, DOLT! THE OCTOSPHERE IS COMPLETELY UTILITARIAN!

AND TODAY SHE SHALL PROVE HER VALUE AS WE UNDERTAKE THE MOST ASTONISHING ACT OF *PIRACY* OF THE TWENTIETH CENTURY!

SUBMERGE, DOLTS!

SPLASH!

BUT EVEN AS THE OCTOSPHERE SINKS BELOW THE SURFACE...

...A GHASTLY REMINDER OF DOCTOR OCTOPUS' EVIL RISES FROM THE FETID DEPTHS AND CLAWS TORTUROUSLY FOR...

...AIR! I-I NEVER KNEW IT COULD SMELL SO SWEET!

UNNH! I FEEL LIKE I'VE BEEN THROUGH A GRAVEL-CRUSHER!

I HURT EVERY TIME I MOVE-- BUT I'VE GOTTA DO SOMETHING OR THE CURRENT'LL SWEEP ME OUT TO *SEA!*

I-IF I CAN ONLY ADHERE MY WEBBING TO THOSE ROTTING PILINGS--? N-NO GOOD! I-I MISSED BY A MILE!

A-AND I'M JUST TOO TIRED TO FIGHT ANYMORE!

EXHAUSTED, THE WEB-SLINGER IS BORNE STEADILY DOWNRIVER...

--AND BRING HIM ABOARD! IT *IS* SPIDER-MAN--OR SOMEONE SENSELESS ENOUGH TO DRESS UP LIKE HIM AND GO SWIMMING IN THE RIVER!

U-U-UNNGH!

...UNTIL-- CAPTAIN, WE'VE GOT A FLOATER! IT- IT LOOKS LIKE... *SPIDER-MAN!!*

DON'T JUST STAND THERE GAWKING MAN! GET A *GRAPPLE* ON HIM--

HEAR THAT? HE MAY BE WATER-LOGGED, BUT HE'S ALIVE!

W-WHERE AM I?

ABOARD THE U.S. COAST GUARD CUTTER "DOLPHIN", WALL-CRAWLER, AND IN TROUBLE UP TO YOUR EARS!

NOW, MAYBE YOU'D LIKE TO EXPLAIN WHAT YOU WERE DOING DROWNING IN A *RESTRICTED AREA*?!

HUH?

LISTEN, I DIDN'T PLAN ON DROWNING ANYWHERE! BESIDES, HOW CAN YOU *RESTRICT* THE EAST RIVER?!!

NOT *ALL* OF IT, MASKED MAN! JUST THE WATERS OFF THE BROOKLYN NAVY YARD--

--WHERE THE PENTAGON IS GETTING READY TO TEST THEIR NEW, ULTRA-SECRET *ATOMIC SUB!*

THHP

SO *THAT'S* DOC OCK'S PLAN!

HEY! WHAT DO YOU THINK YOU'RE--?!

DOING, CAPTAIN? I'M DISEMBARKING!

THANKS FOR THE RIDE! MAYBE I'LL SEE YOU AT THE NAVY YARD!

PTOW

POW!

STOP! YOU CAN'T JUST SWING OFF! YOU'RE UNDER ARREST!

HE'S GONE-- WEBBED ONTO THE UNDERSIDE OF THE WILLIAMSBURG BRIDGE AND SWUNG OVER TO THE BROOKLYN SIDE OF THE RIVER!

ALERT THE NAVY YARD TO BE PREPARED FOR TROUBLE, LIEUTENANT! TROUBLE WEARING THE RED AND BLUE COSTUME OF... *SPIDER-MAN!*

AYE-AYE, SIR!

BUT IF THAT COAST GUARD CAPTAIN COULD READ OUR WEB-SLINGER'S MIND AT THIS MOMENT, HE MIGHT CONSIDER WITHDRAWING HIS ORDER.

IT ALL FITS NOW-- LIKE THE PIECES OF A PUZZLE! RYAN'S BETRAYAL AND THEFT OF OCK'S PLANS, THAT FEDERAL AGENT'S APPEARING ON THE SCENE, OCK'S STOMPING ME ABOARD A WATER-BASED HIDEOUT...

...AND THAT COAST GUARDSMAN'S SLIP ABOUT THE NEW *ATOMIC SUBMARINE* BEING DOCKED HERE AT THE BROOKLYN NAVY YARD!

I SHUDDER TO THINK WHAT DOC OCK WOULD DO WITH THE NUCLEAR ARSENAL OF AN ATOMIC SUB AT HIS DISPOSAL -- BUT EVERYTHING HE'S DONE SO FAR POINTS TO EXACTLY THAT AS HIS GOAL!

HE COULD REWRITE THE RULES FOR *INTERNATIONAL BLACKMAIL* JUST FOR STARTERS!

LOOK! IT'S *SPIDER-MAN!* WE WERE WARNED HE WAS ON HIS WAY!

GEE! AND I WAS HOPING TO SURPRISE YOU!

THIP THIP

HEADS UP, GUYS! I HATE TO MAKE A *MESH* OF THINGS --

-- BUT IT'S THE ONLY WAY TO GET YOU OFF MY BACK!

HE'S SNARED HALF THE DOCK PATROL WITH HIS WEBBING!

ONLY HALF? I MUST BE GETTING SLOPPY!

TSK! DON'T YOU KNOW IT'S IMPOLITE TO POINT FIRE-ARMS AT PEOPLE? THEY MIGHT ACCIDENTALLY GO OFF!

FWAK!

IT SURE WOULD BE NICE TO BE ABLE TO WAVE A WHITE FLAG AND EXPLAIN THE DANGER TO THESE OVERZEALOUS, OVERAGE BOY SCOUTS...

... BUT IF I KNOW DOC OCK, THERE JUST ISN'T TIME!

HE'S HEADING FOR THE ATOMIC SUB! THEN WHAT THEY SAY ABOUT HIM IS TRUE!

HE'S NOT ONLY A CRIMINAL -- HE'S A *SPY!*

SWELL! JUST LET J. JONAH JAMESON GET WIND OF *THAT* AND I'LL BE PILLORIED IN EVERY HEADLINE FROM COAST-TO-COAST!

SPY, MY EYE, SOLDIER BOY!

I'M AS MUCH A TRUE-BLUE AMERICAN AS YOU ARE!

IT'S JUST THAT OUR METHODS DIFFER IS ALL!

HE-HE MOVES SO FAST I CAN'T DRAW A BEAD ON HIM!

BUT SUDDENLY THE BATTLE ON THE DOCK TAKES A BACKSEAT TO THE ARRIVAL OF...

DOCTOR OCTOPUS! HE'S HERE!!

HUH? ARE SPIDEY AND DOC OCK IN THIS TOGETHER?!

SPIDER-MAN? ALIVE?! YOU AMAZE ME, MY FRIEND! YOU SEEM TO HAVE MORE LIVES THAN THE PROVERBIAL CAT!

YEAH, BUT I'M NOT AS PRETTY AS THE *CAT* IS, OCK!

EH?

FORGET IT! PRIVATE JOKE!

THERE IS NO TIME LEFT FOR HUMOR, WALL-CRAWLER!

I HAVE PLANNED FOR MONTHS TO TAKE THIS ATOMIC SUBMARINE! NOT ONE ELEMENT WAS LEFT TO CHANCE!

EVEN YOU WERE PLANNED FOR, SPIDER-MAN! AND, THOUGH YOU PROVED MORE UNPREDICTABLE THAN I WOULD HAVE SUPPOSED, NOT EVEN YOU WILL STAND IN MY WAY TO POWER UNLIMITED!

GOOD SPEECH, DOC. I HOPE THEY MAKE YOU PRISON VALEDICTORIAN!

OCTOPUS ATTACKING SPIDER-MAN? THEN THEY'RE *NOT* IN CAHOOTS?!?

WE GOT ENOUGH WORRIES WITHOUT FIGURING THAT ONE OUT, SOLDIER!

PRISON?! FOOL! NEVER AGAIN WILL OTTO OCTAVIUS ALLOW HIMSELF TO BE INCARCERATED!

WITH THIS ATOMIC SUBMARINE IN MY HANDS--

UNGHH!

--ALL THE WORLD WILL BE A PRISON, AND IT WILL BE DOCTOR OCTOPUS WHO HOLDS THE KEYS! BOARD THE SUB, MY LACKEYS!

NO ONE CAN STOP US NOW!

NO! HE SHRUGGED ME OFF LIKE I WAS NOTHING--

--AND HE'S GETTING AWAY WITH THE MOST POWERFUL NEW WEAPON IN AMERICA'S NUCLEAR ARSENAL!

UNLESS HE'S STOPPED, NO ONE WILL BREATHE FREE-- NO ONE WILL BE SAFE!

THERE'S NO CHOICE, THEN! DOC OCK MAY BE ABLE TO MOP UP THE FLOOR WITH ME--

--BUT IF HE WANTS TO STOP ME THIS TIME--HE'LL HAVE TO *KILL* ME!

JUST HAD TIME TO INHALE A FEW MINUTES' WORTH OF AIR!

I-I'VE GOT TO MAKE EVERY SECOND COUNT... STRAIN LIKE I'VE NEVER STRAINED BEFORE!

FIGHT NOT ONLY THE PRESSURE, BUT MY OWN SCREAMING LUNGS!

B-BUT WHATEVER THE ODDS, I'VE GOT TO... *TRIUMPH!*

PWOOSH!

THE HATCH TORN AWAY, THE RIVER FLOODS THE DIVING SUBMARINE!

CARRYING IN WITH IT, AMONG OTHER FLOTSAM AND JETSAM...

SPIDER-MAN!!

THAT'S RIGHT, CLOWNS!

I CAME BACK--BUT I CAN'T SAY I'M GLAD I DID!

BRATATAT

DRILL HIM, BEFORE--! GLUB!

WHILE MONITORING THE BATTLE FROM THE SUB-MARINE'S BRIDGE...

CURSE THAT ARACHNID! HE'S BREACHED THE HULL! WE'RE TAKING ON WATER!

WHATSAMATTER, GUNSEL? AFRAID OF CATCHING FOOT-IN-MOUTH DISEASE?

CHOK!

WHY DON'T YOU JUST ABANDON SHIP WITH THE REST OF YOUR BUDDIES--

--AND LET ME GET TO DOC OCK? UH-OH!

OCK'S DROPPING THE SUB'S SEAWALLS, TRYING TO TRAP ME IN THIS FLOODED COMPARTMENT!

DOC OCK SEEMS TO BE LIMITING HIS REPERTOIRE TO MURDER-BY-DROWNING TODAY!

BUT THE SUB'S SINKING STERN-FIRST--

--WHICH MEANS THERE MUST BE *AIR* TRAPPED UP ON THE BRIDGE, WHERE DR. OCTOPUS IS!

SO I GUESS I'LL JUST SWIM ON UP AND JOIN HIM!

HIYA, DOC--LONG TIME, NO SEE! I CAME TO PREVENT YOU FROM PULLING A JOHN PAUL JONES NUMBER-- Y'KNOW, GOING DOWN WITH THE SHIP?

ACCURSED ARACHNID! I AM NOT DEFEATED YET!

NO, BUT YOU'RE CLOSE ENOUGH TO IT THAT I THOUGHT WE COULD BEGIN NEGOTIATING YOUR SURRENDER!

FOOL! THE SUB'S NUCLEAR WARHEADS ARE STILL ARMED!

EVEN FROM THE BOTTOM OF THE SEA I CAN ISSUE DEMANDS-- DEMANDS BACKED UP BY THE THREAT OF ATOMIC DESTRUCTION!

AW, C'MON OCK! THAT'S BEING A SORE-LOSER! WHY DON'T YOU JUST GRACIOUSLY CONCEDE DEFEAT AND COME WITH ME?

NEVER!

DEFEAT MEANS IMPRISONMENT, HUMILIATION! I AM THE GREAT OTTO OCTAVIUS, SCIENTIFIC GENIUS WITHOUT PEER! I WILL NOT BE LAUGHED AT!

FINE! MAYBE YOU CAN PLEA-BARGAIN WITH THE DISTRICT ATTORNEY TO GET HIM TO GUARANTEE NO ONE'LL CHUCKLE!

BUT IN THE MEANTIME, DOC... WE'RE *SINKING!*

CRIPES! I'M NOT GETTING THROUGH TO HIM! HE'S RAGING-- BEYOND REASON! SO WHY AM I WASTING MY ENERGY?

UNLESS I GET OUT OF HERE SOON, THERE'LL BE TWO CORPSES ROTTING IN DAVY JONES'S LOCKER!

BUT IT DOESN'T LOOK AS IF DOC OCK IS GOING TO LET ME ABANDON SHIP! HE'S OUT FOR BLOOD NOW-- *MINE!*

YOU BROUGHT ME TO THIS PASS, WALL-CRAWLER! YOU HAVE EVER CHOSEN TO INTERFERE IN MY DESIGNS! YOU ALONE HAVE EVER THWARTED ME!

SAY, WOULD YOU BE WILLING TO PUT THAT IN A NOTE OF RECOMMENDATION, OCK?

MY SUPER-HERO RESUME HAS BEEN LOOKING A LITTLE THIN LATELY!

UNGHH! HE'S GOTTEN ONE OF HIS BLASTED HYDRAULIC ARMS AROUND MY CHEST! SQUEEZING THE AIR OUT OF MY LUNGS! I-I CAN FEEL MY RIBS STARTING TO CRACK...!

HEY! WAIT A MINUTE! THIS IS THE SAME ARM THAT GOT TORN OFF DURING OUR BATTLE AT THE CONSTRUCTION SITE!

I'M BETTING OCK HASN'T COMPLETELY RECOVERED FROM THE PAIN OF *THAT* SEPARATION YET!

CURSE YOU, WEB-SLINGER! WHAT DO YOU THINK YOU'RE--! *YEE-ARRGHH!*

WHAM!

MY ARM! *MY ARM!*

THE PAIN'S NOT IN OCK'S METAL ARM, BUT IN HIS SIDE, WHERE THE ARM IS GRAFTED TO HIS FLESH!

HE HURT US, MY PRETTY! SPIDER-MAN HURT US AGAIN!

GEEZ! HE'S *TALKING* TO HIS ARMS--AS IF THEY UNDERSTOOD HIM!

THAT SINKS IT! OCK'S TOO STRONG TO TAKE BY FORCE--AND EVERY SECOND I DELAY SLIMS *MY* CHANCES OF ESCAPE!

I'M SPLITTING, DOC! WE'RE BOTH GONNA DROWN IF THE SUB TAKES MUCH MORE WATER! GET OUT NOW--WHILE YOU CAN!

THE PAIN WILL PASS, MY PRETTIES! THEN WE'LL MAKE SPIDER-MAN PAY!

OH, *BROTHER!*

OCK WAS ONCE ONE OF OUR MOST BRILLIANT ATOMIC SCIENTISTS, UNTIL HE HAD AN ACCIDENT WHILE HANDLING RADIOACTIVE ISOTOPES. IT UNBALANCED HIS MIND! WHAT A WASTE!

BUT I'VE GOT *ME* TO WORRY ABOUT NOW--AND DROWNING AT THIS STAGE OF MY LIFE WOULD BE AN EVEN BIGGER WASTE!

YOU'RE NOT LEAVING US, SPIDER-MAN! YOU CAN'T HURT US AND JUST RUN AWAY!

OH NO, DOC? WELL...

... JUST **WATCH** ME!

GLAAAH!

SPLOOSH

THAT DOES IT! OPENING THAT BULKHEAD FLOODED THE BRIDGE! THERE'S NO AIR LEFT IN THE ATOMIC SUB NOW!

CAN'T EVEN SEE DOC OCK, AND THERE'S NO TIME TO SEARCH FOR HIM! I'VE GOT TO FORGET ABOUT HIM... CONCENTRATE ON GETTING OUT OF HERE!

BESIDES, DR. OCTOPUS CAN TAKE CARE OF HIMSELF!

SWIMMING FURIOUSLY AGAINST THE INRUSHING CURRENT, THE SPECTACULAR SPIDER-MAN RACES AGAINST TIME...

...AWARE THAT EVERY SECOND FURTHER DEBITS THE DWINDLING AIR IN HIS LUNGS!

GOT TO KEEP GOING! GOT TO FIND A WAY...

...OUT!

J-JUST A FEW MORE METERS AND I'LL MAKE IT TO THE SURFACE!

LUNGS NEAR BURSTING... FEEL LIKE I'M GOING TO PASS OUT!

BUT WHAT HAPPENED TO DOCTOR OCTOPUS?

THE ANSWER TO THAT QUESTION CAN BE FOUND BELOW THE RIVER'S SURFACE...

A-AIR POCKET!

M-MUST FILL MY LUNGS WITH PRECIOUS OXYGEN...

...AND ONCE AGAIN ATTEMPT, IN THIS UNDERSEA DARKNESS, TO FIND THE HATCHWAY THROUGH WHICH SPIDER-MAN ESCAPED! AH!

MY EVER-SEARCHING ARMS HAVE DISCOVERED IT! I MUST SWIM THROUGH!

BUT EVEN AS DR. OCTOPUS FEELS SALVATION WITHIN HIS GRASP...

CLANG!

NO! MY DAMAGED, CRIPPLED ARM DRAGGED BEHIND! IT'S CAUGHT IN THE HATCHWAY DOOR!

I'VE GOT TO EXTEND IT FURTHER THAN EVER BEFORE, TRY TO REACH THE SURFACE!

IT IS A MAD, DESPERATE ATTEMPT...

OCTOPUS!

NO USE... ARM ISN'T LONG ENOUGH!

IT'S DRAGGING ME --

--DOWN!

OCK'S GONE! NOT EVEN A RIPPLE TO MARK HIS PASSING!

AND I HAVEN'T THE STRENGTH TO TRY AND SAVE HIM.

FUNNY, HE'S BEEN MY DEADLIEST FOE FOR YEARS-- YET I CAN'T HELP FEELING SORRY IT ENDED THIS WAY!

BUT I'VE GOT WORRIES OF MY OWN -- LIKE EXPLAINING ALL THIS TO THE CREW OF THAT COAST GUARD RESCUE CUTTER BEARING DOWN ON ME...

...AND LIKE GETTING OUT OF THIS WET COSTUME AND INTO A WARM BED BEFORE I CATCH PNEUMONIA!

-FIN-

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

MAYHEM IS THE MAN CALLED MORBIUS!

MILGROM

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!

BILL MANTLO WRITER * SAL BUSCEMA & CHIC STONE ARTISTS * D. ALBERS, LETTERER * B. SHAREN, COLORIST * JIM SHOOTER "EL JEFE"

CURSE OF THE LIVING YAMPIRE!

RIVERHEAD, LONG ISLAND...A PEACEFUL PLACE OF SUBURBAN HOUSES SET APART FROM EACH OTHER BY GREEN YARDS AND SIGHING TREES. IT IS OLD FARM COUNTRY, CLAIMED NOW BY WELL-TO-DO REFUGEES FROM THE CROWDED URBAN SCENE, WHOSE QUIET STREETS ARE SAFE TO WALK BY DAY OR NIGHT.

YET EVIL RIDES THE NIGHT WINDS EVEN HERE IN RIVERHEAD--EVIL AWAKENED FROM ITS DARK DORMANCY BY THE BANEFUL CALL OF THE SEASON, FOR TOMORROW IS... **HALLOWEEN!**

HEY, I'VE GOT A GREAT IDEA, JENNY! WHY DON'T ME AND YOU RIDE ON OVER AND MAKE TIME IN THE GRAVE-YARD?

YOU WOULD THINK OF SOMETHING LIKE THAT, MARK ROSSI!

MARK'S IS THE INFANTILE MIND TRYING HARD TO BE PUERILE, JENNY. IF ONLY HE EXERCISED HIS BRAIN AND HIS BICEPS EQUALLY...

DC615

AH, GO SWALLOW A TEXTBOOK, PUNK, AND QUIT TRYING TO MAKE TIME WITH MY GIRL!

YOUR--? HEY! LOOK OUT, YOU BIG LUMMOX!

WHAT DO YOU SAY, JENNY? LET'S DITCH THIS WALKING ENCYCLO-PEDIA!

IF I'D WANTED TO RIDE WITH JUST YOU, MARK, I WOULDN'T HAVE ASKED FREDDY LYLE TO COME WITH US.

HAH! YOU DON'T TRUST YOURSELF ALONE WITH ME, DO YA, HONEY?

IT'S YOUR ANIMALISTIC TENDENCIES SHE DOESN'T TRUST, YOU BIG APE!

HMMPH! WHAT'S MARK ROSS! GOT THAT I HAVEN'T GOT? MUSCLES! SO WHO NEEDS TO LOOK LIKE CHARLES ATLAS, ANYWAY? THIS IS THE COMPU-TER AGE, NOT THE ICE AGE!

HEY, SUDDENLY I'M COLD ALL OVER! MOM TOLD ME TO WEAR A SWEATER, BUT...

SUDDENLY FREDDY'S VERY THOUGHTS SEEM FROZEN, BUT IT IS NOT A SHIFT IN THE WEATHER, CAUSING HIS SUDDEN SOUL-NUMBING CHILL...

...BUT A DARK INTRUDER SLICING BE-TWEEN THE EARTH AND THE MOON!

OMIGOSH! J-JENNY-- LOOK OUT!!

WHAT--? OHHHH, NO!

YES, WOMAN! I MUST HAVE BLOOD! WHETHER YOURS OR ANOTHER'S, IT MATTERS NOT!

H-HUH??

STAY BACK, YOUTH, LEST YOU SHARE HER FATE!

NO, PLEASE! MARK, DO SOMETHING! HELP ME!

I--!

MARK'S ROOTED WITH FEAR--AND THAT MONSTER'S GOING FOR JENNY'S THROAT! I-I'VE GOTTA DO SOMETHING!

ARRGH! AWAY, BRAT! NONE MAY INTERRUPT THE SLAKING OF MORBIUS' THIRST!

UNGHH! H-HE THREW ME OFF AS IF I WEIGHED LESS THAN A FLEA! LIKE I WAS NOTHING!

BUT I WON'T LET HIM HURT JENNY! I WON'T!

AGAIN YOU COME?

THEN YOU ARE A **FOOL** INDEED!

SVAM!

A-AGGHH!

UNNGH! RIBS HURT, LIKE THEY WERE BROKEN! CAN'T SEE--CAN BARELY MOVE! BUT I'VE GOTTA REACH JENNY--EVEN IF ALL I CAN DO IS CRAWL!

UNFORTUNATELY, CRAWLING TAKES TIME--TIME ENOUGH FOR THE LIVING VAMPIRE TO DRINK HIS FILL!

NO! ENOUGH! I HAVE NEARLY DRAINED THE GIRL!

A CURSED GHOUL I MAY BE, BUT WHILE A SHRED OF CONSCIENCE CONTROLS MY HUNGER--

--MORBUS SHALL NOT KILL!

THE VAMPIRE DEPARTS, LEAVING THREE LIVES CHANGED BEHIND HIM. A GIRL, WHO WILL EVER FEAR THE DARK--A BOY, WHO NOW KNOWS HE LACKS COURAGE--AND ANOTHER, WHO CAN AT LEAST SAY HE TRIED.

FOR THESE THREE, TOMORROW WILL NOT BE A "HAPPY" HALLOWEEN!

YET, FOR PETER PARKER, OCTOBER 31ST DAWNS BRIGHTLY, INDEED!

ZIPPITY-DOODAH, ZIPPITY-AY...

HRM-MPH!

...I CAN'T WAIT TILL I SEE MY AUNT MAY!

SOON, AT THE **RESTWELL NURSING HOME**, WHERE PETER, AS SPIDER-MAN, DEFEATED THE MACABRE **MYSTERIO**--

--AND WHERE HE DISCOVERED HIS BELOVED AUNT MAY, WHO HE'D THOUGHT TO BE DEAD, TO BE ALIVE AND WELL.

HELLO, MRS. WATSON, HOW'S MY FAVORITE AUNT--STILL IN TRAINING TO BEAT KEN NORTON?

NO, BUT SHE MAY GO THE DISTANCE, PETER!

HELLO, PETER DEAR.

*FOR FULL DETAILS, SEE AMAZING SPIDER-MAN # 200.--JIM.

COME, LET ME LOOK AT YOU ARE YOU WARM ENOUGH, DEAR? ARE YOU GETTING ENOUGH TO EAT?

ARE YOU KIDDING, AUNT MAY? THE DAILY GLOBE FEEDS ME LIKE A HORSE! THEY KNOW A GOOD PHOTOJOURNALIST WHEN THEY SEE ONE!

BUT YOU'RE NOT NEGLECTING STUDIES ARE YOU, PETER DEAR?

UH--NO, AUNT MAY? SCHOOL'S JUST GETTING STARTED, AND...HEY, WHAT DO YOU KNOW? SHE'S ASLEEP!

SHE'S STILL UNDER MEDICATION, PETER.

YOU GO, I'LL STAY WITH HER.

ANNA WATSON IS A FRIEND IN A MILLION! SHE'S STUCK BY AUNT MAY THROUGH THICK AND THIN! IF ONLY THINGS HAD WORKED OUT BETWEEN HER NIECE AND I...

HI, TIGER! LONG TIME--NO SEE!

HUH? **MARY JANE!!**

SHH, PETEY! THIS IS A HOSPITAL, REMEMBER? I HEARD YOUR AUNT WAS ON THE MEND, SO I THOUGHT I'D STOP BY!

OH, WELL--I--THAT IS--! GEE, YOU'RE LOOKING GREAT, MJ!

ALWAYS, LOVER!

BUT YOU LOOK LIKE SOMETHING THE CAT LEFT **OUT**, PETER. ARE YOU GETTING ENOUGH SLEEP?

OH, SURE--THE USUAL THREE HOURS A NIGHT! UH, SHARE A SODA, PRETTY LADY?

I-I CAN'T, PETE--NOT TODAY! I'M TAPING A COMMERCIAL AND ONLY STOPPED BY TO SAY HELLO TO YOUR AUNT MAY.

SURE. I UNDERSTAND. SOME OTHER TIME, MJ.

LIKE WHEN IT SNOWS IN JULY!

BUT, AMONG STAR-CROSSED LOVERS, PETER PARKER IS UNIQUE--FOR HE ALONE CAN LOSE HIS DESPONDENCY...

...BY SWINGING INTO ACTION AS THE SPECTACULAR SPIDER-MAN!

I'D BETTER HUSTLE OR I'LL MISS MY DEADLINE!

WEB-SHOOTERS ARE FULL--I CHECKED THEM BEFORE I LEFT THE APARTMENT!

AND THERE'S NO BETTER WAY TO SHAKE THE BLUES THAN BY WEB-SLINGING UPTOWN TO THE DAILY GLOBE...AND A PAYCHECK!

SPIDER-MAN! WHAT IN BLAZES IS HE DOING HERE? LOOKING FOR ME?

NAH! I'M JUST JUMPY, IS ALL!

LOSING TO THAT WALL-CRAWLING FREAK SO MANY TIMES CAN DO THAT TO YOU!

UBWAY
NTOWN

BUT I DON'T PLAN ON EVER BEING BEATEN BY SPIDER-MAN AGAIN! UNH-UH! I'VE HAD A LOT OF TIME TO FIGURE THINGS OUT!

THIS TIME I'M GONNA GET ME SOME CLASS-A HELP! YEAH!

HEY!

THIS TIME I'M GONNA TACKLE THAT WEBHEAD RIGHT!

HOLEE--! HE'S LEAPING ONTO THE SUBWAY TRACKS!

FOOL! WHAT DANGER CAN MERE SUBWAY TRACKS HOLD FOR ME? I CAN PROPEL MYSELF ACROSS THE ELECTRIFIED THIRD RAIL THROUGH THE TUNNELS BENEATH THE STREET WHERE MY FUTURE PARTNERS IN CRIME ARE WAITING!

MEANWHILE, A COLORFUL FIGURE SWINGS THROUGH AN OPEN WINDOW IN THE NEWSPAPER OFFICES OF THE NEW YORK DAILY GLOBE!

MADE IT--WITH MOMENTS TO SPARE!

NOW TO GET TO PETER PARKER'S OFFICE UNSEEN AND--

KTLANG!

--UN-HEARD?!?

SPLASH!

KAWHOM!

MERCY'S SAKE! WHAT'S GOING ON IN ME CLEANIN' CLOSET?!

SAINTS ALIVE! WHAT A MESS--AN' AFTER ALL ME FOINE, HARD WORK STRAIGHTENIN' UP!

I'LL BET SOME COPY BOY'S BEEN UP T' MISCHIEF IN THERE! WAIT'LL I TELL MR. BUSHKIN!

WHEW!

MOMENTS LATER, IN THE OFFICE OF MR. BARNEY BUSHKIN, MANAGING EDITOR OF THE GLOBE...

IT'S BEEN A HECTIC COUPLE OF WEEKS, MR. BUSHKIN. I HOPE THESE PICTURES ARE OKAY.

FOR THE SPIDER-MAN STORY IN THIS SUNDAY'S COLOR SECTION?

PARKER, MY BOY--THESE PHOTOGRAPHS OF YOURS ARE MORE THAN JUST "OKAY"! WHY THEY'RE ABSOLUTELY ***GREAT!***

WHAT OTHER PHOTOGRAPHER IN NEW YORK COULD COME UP WITH A PHOTOSPREAD SHOWING SPIDEY IN ACTION AGAINST THE ***BLACK CAT***, THE ***LIZARD***, ***KINGPIN***, AND ***MYSTERIO***?

I GUESS I WAS LUCKY, MR. BUSHKIN!

LUCK HAD NOTHING TO DO WITH IT, PARKER! WHAT YOU'VE GOT IS ***TALENT!*** MAYBE THAT OLD FOGEY JAMESON AT THE DAILY BUGLE DIDN'T APPRECIATE YOUR WORK--

--BUT I WANT TO SHOW YOU HOW WE AT THE DAILY GLOBE FEEL ABOUT THE PICTURES YOU'VE TAKEN FOR US!

GOSH, MR. BUSHKIN! A... BONUS!

YOU'RE PART OF THE GREAT "DAILY GLOBE FAMILY" NOW, PARKER! MY BOSS, K.J. CLAYTON, TOLD ME NOT TO TAKE ANY CHANCES ON LOSING YOU TO THE DAILY BUGLE!

B-BUT, THIS CHECK! DO YOU KNOW HOW MUCH IT'S FOR??

OF COURSE. I WROTE IT OUT. NOW YOU RUN ALONG AND SPEND IT, MY BOY!

IT IS A DAZED PETER PARKER WHO EMERGES FROM BARNEY BUSHKIN'S EDITORIAL OFFICE SECONDS LATER...

HI, PETER!

THIS'LL PAY FOR AUNT MAY'S MEDICATION ...MY RENT... TEXTBOOKS...

I SAID-- HI, PETER!

A NEW LENS FOR MY CAMERA ...MAYBE EVEN A MOVIE...

WHY, H-HE DIDN'T EVEN NOTICE ME! PETER PARKER, YOU MAKE ME SO MAD I COULD...

WE'LL NEVER KNOW WHAT IT IS **APRIL MAYE** COULD DO TO VENT HER ANGER--

--'CAUSE OUR TASK IS TO FOLLOW YOUNG MR. PARKER UPTOWN, TO THE HALLOWED HALLS OF EMPIRE STATE UNIVERSITY.

FOR OUR HERO, THIS DAY IS MORE IMPORT-ANT THAN MOST...

...THOUGH IT MAY START OUT ON A FAMILIAR SOUR NOTE

HI, GUYS.

WELL, IF IT ISN'T CHICKEN PARKER! I'M AMAZED HE WASN'T TOO FRIGHTENED TO REPORT FOR CLASS TODAY!

MARCY, YOU'RE NOT BEING FAIR TO PETE! WE WERE **ALL** SCARED--

"--WHEN **SWARM** AND HIS KILLER-BEES INVADED THE CAMPUS! I CAN'T BLAME PETE FOR NOT WANTING TO HELP US FIGHT THAT MONSTER WITH THE REPELLANT FORMULA WE INVENTED. AFTER ALL, EVEN **SPIDER-MAN** ALMOST DIED GETTING CLOSE ENOUGH TO SWARM TO DEFEAT HIM!"*

EXIT

*AS SEEN LAST ISH.--JIM.

BESIDES, MARCY-- I THOUGHT YOU'D APOLOGIZED FOR ACCUSING ME OF COWARDICE?

YES, BUT SINCE THEN I REALIZED THAT YOU'RE AFRAID TO TELL THE TRUTH ABOUT YOURSELF!

THAT YOU'RE WASTING YOUR TIME, YOUR BRAINS, AND THE TAXPAYER'S MONEY BY BEING A PART-TIME SCHOLAR!

WELCOME TO THE CLUB, PARKER! NOW THERE ARE ***TWO*** OUTCASTS AT ESU, EXILED BY MS. MARCY KANE! YOU FOR SHOWING A LACK OF INTEREST IN YOUR STUDIES, AND ME --CHIP MARTIN--OSTRACIZED BECAUSE...

BECAUSE OF WHAT, CHIP?

WELL, LET'S JUST SAY I'M A LITTLE WEIRD!

BUT EVERYBODY'S GOT PERSONAL PROBLEMS. MARCY'S TOO CAUGHT UP IN THE PAPER CHASE TO UNDERSTAND. LISTEN, MY DAD'S THROWING A HALLOWEEN PARTY TONIGHT. WHY DON'T YOU ALL COME?

WELL...

C'MON, PETE! I'LL RIDE US ALL UP IN MY CAR!

THEN IT'S SETTLED! CLASS-TIME, STUDENTS! CATCH YOU LATER!

LEAVING CHIP MARTIN, PHILIP CHANG, AND STEVE HOPKINS TO GO THEIR OWN WAYS...

*...PETER PARKER IMMERSES HIMSELF IN A ROUTINE THAT WILL SET THE PATTERN FOR THE NEXT FOUR YEARS OF HIS LIFE! TODAY IS PETER PARKER'S FIRST TASTE OF **GRADUATE SCHOOL!***

LAB 3

AND THE YOUNG STUDENT/TEACHING ASSISTANT IS DETERMINED TO MAKE A SUCCESS OF HIMSELF, TO MAKE HIS AUNT MAY PROUD OF HIM, TO FULFILL A PROMISE HE MADE ON THE GRAVE OF HIS BELOVED UNCLE BEN...

...TO BE AMONG THE BEST AND THE BRIGHTEST OF THE BIOCHEMISTS OF THE FUTURE, UNDERSTANDING EVERY FACET OF THE SCIENCE HE'S CHOSEN AS HIS LIFE'S WORK!

BUT SOMETIMES ONE CAN TRY TOO HARD ALL AT ONCE, AND IT'S THEN THE STRAIN BEGINS TO SHOW...

HUH? WHO PUT THAT BLASTED BEAKER IN MY WORK AREA--?

SKRASH!

RUINED! A WHOLE AFTERNOON OF EXPERIMENTATION DOWN THE DRAIN!

PARKER!

WHAT IS IT, SON? WHAT'S WRONG? YOU LOOK AS WHITE AS A SHEET! AND YOU'RE SWEATING...

STAY... AWAY... CONNORS! LEAVE ...ME... ALONE!

W-WHAT DID YOU SAY--?!

UH, N-NOTHING, DOCTOR CONNORS! FORGIVE ME, I'M JUST A LITTLE TIRED--THAT'S ALL! I'VE BEEN ON THE GO ALL DAY! I GUESS I'LL HEAD HOME AND GET SOME SLEEP!

IT'S MORE THAN LACK OF REST THAT'S DISTURBING THE BOY. HIS VIOLENT REACTION WAS TOTALLY OUT OF CHARACTER. I WONDER...

WHATEVER DR. CONNORS WONDERS, HE KEEPS TO HIMSELF. AFTER ALL, THE MAN WHO WAS ONCE THE LETHAL **LIZARD** HAS PROBLEMS OF HIS OWN...

...AND WHAT IS PETER PARKER TO HIM BUT ANOTHER--ALBEIT TROUBLED--GRADUATE STUDENT?

W-WHAT CAME OVER ME, SNAPPING AT DOC CONNORS THAT WAY??

HOT IN HERE, CAN HARDLY BREATHE!

MY SKIN FEELS DRY, ITCHY! AM I GETTING SICK, OR...

NO, IT MUST BE ...JUST NERVES!

FINDING OUT AUNT MAY WAS STILL ALIVE, HER DEATH ONLY SIMULATED BY MYSTERIO... THEN SCHOOL STARTING. IT'S TOO MUCH AT ONCE! I'VE GOTTA RELAX!

HEY, PETE! DID YOU FORGET ABOUT THE PARTY?

PARTY? PHILIP, I THINK YOU'VE JUST SAID THE MAGIC WORD! LET'S GO!

HOURS LATER, OUTRACING A BREWING STORM AND THE ONRUSHING NIGHT, PETE AND PHILIP ARRIVE AT THE RIVERHEAD, CHIP MARTIN'S LONG ISLAND HOME.

CHIP MARTIN LIVES *HERE*?? WOW!

YEAH, HIS FATHER'S A STATE SENATOR OR SOMETHING!

I GUESS HE RATES SPECIAL PROTECTION FROM THE COUNTY SHERIFF. BOY, THAT'S THE LIFE!

POLICE

MAYBE BEING RICH EXPLAINS WHY CHIP ACTS SO STRANGE. C'MON, LET'S GO...

...IN!

UH, PHILIP, DID CHIP MENTION TO YOU THAT THIS WAS GOING TO BE A--

--COSTUME PARTY?!

WELCOME TO RIVERHEAD MANOR, PETE! MAKE YOURSELF AT HOME!

HOME TO ME IS A STUDIO APARTMENT IN MANHATTAN, CHIP! THIS IS MORE LIKE "FANTASY ISLAND"!

DAD BELIEVES IN DISPLAYING HIS WEALTH. THERE HE IS NOW!

WE APPRICIATE YOUR CONCERN, SHERIFF. WE'LL REMAIN ALERT.

DAD, I'D LIKE YOU TO MEET PETER PARKER AND PHILIP CHANG, TWO FRIENDS OF MINE FROM COLLEGE.

AND DON'T FORGET STEVE HOPKINS, CLASS-CLOWN AND ALL AROUND PRANKSTER! ANYONE SEEN MARCY? SHE CAME IN WITH ME, BUT--

WHAT WAS THAT SHERIFF SAYING, SENATOR?

HE WAS WARNING US ABOUT SOME FIEND WHO ATTACKED A LOCAL YOUTH! SEEMS THE MONSTER ACTUALLY DRINKS *BLOOD*--!

EEEEEEEEEEEEEEEE

SWEET HEAVEN! THAT BLOOD-CURDLING SCREAM--!

IT-IT CAME FROM UPSTAIRS!

AND IT SOUNDED LIKE MARCY!

ALL EYES TURN TOWARD THE TOP OF THE GRAND STAIR-CASE, WHERE A LIVING HORROR STANDS...MERCIFULLY, **MARCY KANE** HAS FAINTED IN HIS GRASP.

STAY BACK, FOOLS! I THIRST! I THIRST!

MORBIUS!

PETE, Y-YOU RECOG-NIZE THIS GUY??

SO DO I, STEVE! I REMEMBER READING AN ARTICLE IN "SCIENTIFIC AMERICAN"--

--ABOUT A DYING SCIENTIST NAMED ***MICHAEL MORBIUS*** WHO, IN TRYING TO CURE HIMSELF, BECAME...A ***LIVING VAMPIRE!***

ARRGHH! WITLESS WORMS! DID I NOT WARN YOU TO STAY BACK?

THE GIRL IS MINE! HER BLOOD WILL SATE THE HUNGER GNAWING WITHIN ME! YOU'LL NOT HAVE HER!

WHAM!

U-UNGHH!

TAKE A LESSON FROM THAT OTHER FOOL! RETREAT-- WHILE YOU STILL MAY!

STEVE DIDN'T KNOW HOW TO FIGHT, MON-STER! I DO--

--THOUGH I NEVER DREAMED THE SKILLS I LEARNED IN TAIWAN WOULD FACE SO MACABRE A CHALLENGE!

YOU WILL NOT GET THE CHANCE TO DEMON-STRATE YOUR PROWESS, BRAGGART!

EVERYONE'S EITHER FROZEN WITH FEAR OR TOO STUNNED TO MOVE! I'VE GOTTA SLIP AWAY... CHANGE!

PAIN--ANGER --FEAR! SO MANY EMO-TIONS! TOO MUCH ALL AT ONCE!

HUH? WHAT'S CHIP MUMBLING TO HIMSELF? CAN'T QUITE HEAR...

BUT THERE'S NO TIME TO MAKE ANY SENSE OF IT NOW! MY CLASSMATES ARE IN TROUBLE, AND I'M THE ONLY ONE WHO CAN HELP!

YOU FIEND! LET THE BOY GO!

SHALL I? WOULD HE SURVIVE THE FALL TO THE FLOOR BELOW? I THINK NOT!

AND YOU DON'T MUCH CARE, EITHER--DO YOU, PASTE-FACE?

SPIDER-MAN!?!

OR A REASONABLE FACSIMILE! NOW LET THE KIDS GO, FANGS!

BEFORE I GET *MAD!*

ARRGHH!

AT LEAST I MADE HIM DROP THEM ON THE LANDING! STEVE'S OKAY, AND MARCY'S BREATHING NORMALLY! I NEVER NOTICED HOW LOVELY SHE WAS BEFORE...

S-SPIDER-MAN! PLEASE... STOP THE MONSTER... BEFORE HE HURTS ANYONE ELSE!

DON'T WORRY, PAL, I'VE DEALT WITH THAT BLOOD-SUCKER BEFORE!

YES, SPIDER-MAN! YOU HAVE THWARTED ME MORE THAN ONCE! BUT THIS NIGHT I WILL END YOUR INTERFER-ENCE... *FOREVER!*

CAN'T GET A CLEAR SHOT IN THIS PANIC!

EEEEEE!

ROBERT, OUR SON! LOOK AT CHIP!

IT'S HAPPENING-- THE MOMENT WE'VE ALWAYS DREADED!

EMOTIONS-- FLOODING OVER ME-- IN WAVES! TERROR-- HATRED-- FEAR-- ANXIETY!

ALL MINE-- MINE TO USE!

PHILIP CHANG'S GOTTEN MARCY TO SAFETY! NOW TO SEE ABOUT MORBIUS!

WHOOPS! SPEAK OF THE DEVIL!

BAH! NO DARK DEMON OF HADES WILL BRING YOU SUCH HORROR AS I!

THE POWER OF THE LIVING VAMPIRE'S DIVE DRIVES BOTH COMBATANTS THROUGH THE WINDOW--OUT ONTO THE WIDOW'S WALK.

CRASH!

HERE YOU SHALL DIE, SPIDER-MAN!

CRIPES! ALL THESE MONTHS IN HIDING HAVEN'T MADE YOU ANY FRIENDLIER, PASTE-FACE!

YOU'RE AS OBNOXIOUS AS EVER! I GUESS SOME THINGS NEVER CHANGE!

MY HATRED FOR YOU IS EVERLASTING, WALL-CRAWLER, FOR YOU KNOW WHAT I AM!

A MAN CURSED WITH A THIRST FOR BLOOD... AND THE POWER TO *SATE* IT!

YOU COULD LOOK FOR A CURE, MORBIUS!

IMBECILE! I SOUGHT A CURE FOR MONTHS! BUT THERE IS NO HOPE! I AM DOOMED FOREVER! SO BE IT! IF I MUST SUFFER... SO SHALL ***YOU!***

WELL, THEY SAY MISERY LOVES COMPANY!

MEANWHILE, INSIDE RIVERHEAD MANOR...

SENATOR, YOU'VE GOTTA CALL THE POLICE!

THE SHERIFF HAS ALREADY RADIOED FOR REINFORCE-MENTS! I MUST STAY HERE-- WITH MY SON!

HIS MEDICATION, ROBERT! CAN'T WE TRY THE TRANQUIL-IZERS?

LOOK AT HIS EYES, REBECCA! CHIP'S BEYOND MEDICATION NOW--PERHAPS BEYOND ALL MORTAL HELP!

PAIN-- ANGER--FEAR-- HOPE--TERROR!

WHAT'S WRONG WITH YOUR SON, SENATOR? WHY ARE HIS EYES GLOWING THAT WAY?

HE'S--CHIP IS SICK, SHERRIFF! SICK IN HIS MIND IN A WAY I CAN'T EXPLAIN!

THE HYSTERIA CAUSED BY THAT MON-STER'S APPEARANCE HAS SET OFF A CHAIN REACTION IN CHIP THAT I'M AFRAID NO ONE CAN STOP! STILL, I'M HIS FATHER! I MUST... TRY!

BUT, BEFORE SENATOR MARTIN CAN COME WITHIN A FOOT OF HIS SPELLBOUND SON...

SKAW SKAW

SENATOR! RAVENS-- APPEARING OUT OF NOWHERE!

CHIP'S SUBCONSCIOUS IS ***CREATING*** THEM TO DRIVE US AWAY! COVER YOUR EYES, MAN!

THIS IS A HECKUVA TIME FOR THE SENATOR TO PRACTICE BIRD-CALLS IN THE HOUSE!

I'D CHECK OUT WHAT'S GOING ON, BUT I'VE GOT MY HANDS FULL WITH FANGS AT THE MOMENT!

YOUR WEB-LINE MAY BRING AN ENEMY TO YOU, SPIDER-MAN--

--BUT IT CAN ALSO BRING *YOU* TO YOUR ENEMY!

SWELL! HE TORE ME RIGHT OFF THE WALL!

YEESH! THE SAME TREATMENT THAT MADE MICHAEL MORBIUS A LIVING VAMPIRE ALSO GRANTED HIM INCREDIBLE, UNCANNY STRENGTH!

CAN'T FLIP AROUND IN TI-- UNGGHH!

IN MY FIERCE HATRED OF YOU, SPIDER-MAN, I'D ALMOST FORGOTTEN MY THIRST!

ALMOST ...BUT NOT QUITE!

AND, SINCE YOU DEPRIVED ME OF THE WARM BLOOD OF MY CHOSEN VICTIM... YOU WILL DO IN HER PLACE!

H-HE'S GONNA BITE MY NECK--?!?

NOOOoooo...!

ZTRAK!

AT THAT INSTANT, FATE INTERVENES!

YAARRGHHH! FIRE! FIRE IN MY VEINS!

UNNGH! L-LIGHT-NING STRUCK FANG-FACE JUST AS HE BEGAN TO DRAW BLOOD...!

W-WE WERE BOTH GROUNDED, SO IT DIDN'T KILL EITHER OF US!

B-BUT WHAT'S GOING ON WITH MORBIUS!

REVERSAL! AFTER LONG MONTHS OF DESPERATION, LONG MONTHS OF HORRIFY-ING, NEVER-SATIATED THIRST!

THE THIRST IS GONE!

AND ONE WHO DWELT IN THE SHADOW REALM OF THE UNDEAD...

...FALLS BACK AMONG THE LIVING!

SOMETHING'S HAPPENING! MORBIUS IS CHANGING RIGHT BEFORE MY EYES! H-HIS FLESH IS WARM! HIS SKIN'S REGAINING ITS COLOR!

THE LIVING VAMPIRE IS CURED!

BUT HOW? WAS IT THE LIGHTNING --? OR... OR MAYBE MY OWN RADIOACTIVE BLOOD!?

OR MAYBE IT WAS BOTH? AW, WHO CARES! THE IMPORTANT THING IS THAT HE'S *HUMAN* AGAIN! HE'S CURED!

THUS, FOR MICHAEL MORBIUS, A LONG, NIGHTMARISH ORDEAL ENDS... BUT AT THAT SAME MOMENT FAR BELOW, ANOTHER HORRIFYING ORDEAL BEGINS...

SKREEEEEE

CHIP! FOR THE LOVE OF GOD--COME BACK, SON!

TOMORROW WILL BE ANOTHER DAY!

NEXT The SCHIZOID-MAN!

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TM

PETER PARKER, THE SPECTACULAR SPIDER-MAN®

SCOURGE OF THE SCHIZOID MAN!

BINGHAM+RUBINSTEIN

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

BILL MANTLO writer / JOHN ROMITA JR. & JIM MOONEY artists / ALBERS letters / SHAREN colors / JIM SHOOTER ed.-in-chief

NIGHT OVER NEW YORK CITY'S EMPIRE STATE UNIVERSITY...

SPINNING OUT AN IMPOSSIBLY SLENDER WEB-LINE BEHIND HIM, A COSTUMED FIGURE SWINGS TOWARD A LIGHTED WINDOW IN ESU'S ULTRA-MODERN PHYSICS BUILDING.

A WINDOW OPENING INTO THE BIOCHEMISTRY LAB OF DR. CURTIS CONNORS--

HI, DOC! AREN'T YOU UP WAY PAST YOUR BEDTIME?

SPIDER-MAN! THANK HEAVEN YOU GOT MY MESSAGE!

I MUST WARN YOU OF A DANGER PERHAPS TOO TERRIBLE FOR EVEN YOU TO FACE ALONE!

SCOURGE OF THE SCHIZOID MAN!

LF645

THIS IS QUITE A FIRST, DOC! NOBODY'S EVER *ADVERTISED* FOR A FRIENDLY NEIGHBORHOOD SPIDER-MAN BEFORE!

I COULD THINK OF NO OTHER WAY TO CONTACT YOU.

WELL, I'M HERE! WHAT'S YOUR PROBLEM?

NOT MINE, SPIDER-MAN -- *YOURS!* YOU REMEMBER, OF COURSE, DEFEATING THE INCREDIBLE *IGUANA* AND MYSELF AS THE *LIZARD* BY THE MEANS OF A PORTABLE VERSION OF THE *ENERVATOR* I'D DESIGNED?

YOUR BRAVE ACTION CURED ME OF BEING THE LIZARD-- PERHAPS FOREVER!

BUT, IN EXAMINING THE ENERVATOR-PACK YOU USED, I'VE DISCOVERED THAT IT WAS IMPROPERLY SHIELDED. THERE'S A CHANCE *YOU* MAY HAVE INADVERTANTLY ABSORBED SOME OF THE FEEDBACK FROM ITS RAY!

SO THAT'S IT! I WAS AFRAID THAT DOC CONNORS, KNOWING SPIDER-MAN AND HAVING PETER PARKER FOR A STUDENT, HAD SOMEHOW STUMBLED UPON MY SECRET IDENTITY--

--WHEN I SAW HIS ADVERTISEMENT IN THIS MORNING'S *DAILY GLOBE!*

SAY, WHAT'S ALL THE FUSS AROUND THE COPY DESK?

LETTERS HAVE COME IN ALL WEEK, MR. BUSHKIN, FROM PEOPLE WANTING TO MEET THE NEW GIANT-MAN, OR DATE HELLCAT!

LOOKS GOOD, KIDS! THIS NEW *WRITE YOUR FAVORITE SUPER HERO* PAGE IS SURE TO BOOST THE GLOBE'S CIRCULATION OVER THAT OF THE DAILY BUGLE!

THERE'S EVEN A NOTICE FOR *SPIDER-MAN,* BUT WE THOUGHT IT WAS A JOKE!

HUH?

SPIDER-MAN! YOUR LIFE IS IN DANGER! CONTACT THE ONE-ARMED DOCTOR!

OH, PARKER! I'D LIKE YOU TO GET SOME PHOTOGRAPHS FOR THIS NEW PAGE!

I'LL GET RIGHT ON IT, BARNEY!

THE MEMORY LASTS BUT A MOMENT, AND--

DOC CONNORS ONLY HAS ONE ARM! HE BECAME THE *LIZARD* TRYING TO REGENERATE THE OTHER!

MAYBE I'M JUST WORRYING NEEDLESSLY, SPIDER-MAN--

--BUT LET ME TAKE A BLOOD-SAMPLE! IF YOU WERE AFFECTED BY THE ENERVATOR'S RAYS, IT SHOULD SHOW UP IN YOUR BLOOD-CELLS!

WHOA! A SAMPLE OF MY SPIDER-ENHANCED BLOOD MIGHT SOMEDAY BE MATCHED AGAINST THAT OF PETER PARKER!

SPIDER-MAN, WHAT--??

DOC CONNORS MAY BE A FRIEND WHO WOULD NEVER BETRAY MY SECRET IDENTITY-- BUT EVEN SO I DARE NOT TAKE THE RISK!

UH--SORRY, DOC! NEEDLES MAKE ME SQUEAMISH!

BUT WE'VE GOT TO MAKE SURE...! HAVE YOU FELT UN-JUSTIFIABLY ANGRY LATELY, OR WEAK, OR TIRED WITHOUT REASON?

ME? I'M THE ORIGINAL *MISTER MELLOW*, DOC!

AND, WHILE I MAY FEEL TIRED FROM LACK OF SLEEP DUE TO SOME LATE NIGHT WEB-SLINGING--

--IT DOESN'T SEEM TO HAVE AFFECTED MY SPIDER-STRENGTH!

SO I SEE!

I UNDERSTAND SPIDER-MAN'S RETICENCE TO SUBMIT TO A PHYSICAL EXAMINATION! HE MUST SAFEGUARD HIS SECRET IDENTITY!

KLIK

BUT IT'S ALSO IMPER-ATIVE THAT I HAVE THE INFORMATION I NEED TO MAKE A DIAGNOSIS!

I...GUESS MY FEARS WERE GROUNDLESS, SPIDER-MAN! I'M GLAD TO SAY YOUR DEMON-STRATION HAS PROVED ME WRONG!

AS SPIDER-MAN CONTINUES TO DEMONSTRATE HIS SPIDER-PROWESS, AT DR. CONNORS' SIGNAL, A RADIATION SPECTROMETER ACTIVATES, ANAL-YZING THE WALL-CRAWER WITHOUT HIS KNOWLEDGE...

SEE, DOC? I'M FIT AS A FIDDLE!

OR HAS IT? IN LIFTING MY LAB TABLE, SPIDER-MAN ALLOWED EVERYTHING ATOP IT TO SHATTER --AND NOW HE'S SETTING IT DOWN WITHOUT THE SLIGHTEST SIGN OF REMORSE!

SORRY TO HAVE KEPT YOU FROM YOUR SLEEP, SPIDER-MAN!

FORGET IT, DOC! THAT'S WHAT FRIENDS ARE FOR!

BESIDES, I ENJOYED MAKING A HOUSE CALL ON MY FAVORITE PHYSICIAN!

SEE YA IN THE FUNNY PAGES, DOC!

BUT, AS SPIDER-MAN SWINGS AWAY OVER THE ESU CAMPUS...

ALL THE SIGNS I FEARED ARE THERE--ERRATIC BEHAVIOR, CALLOUSNESS! AND IF MY SPECTROSCOPIC ANALYSIS OF HIS BLOOD-CELLS COMES UP POSITIVE...

...SPIDER-MAN MAY BE *CHANGING* AND NOT EVEN KNOW IT!

MAY HEAVEN GRANT ME THE POWER TO HELP HIM... BEFORE IT'S TOO LATE!

BUT, ON THAT NOTE, WE MUST TAKE OUR LEAVE OF THE CONCERNED DR. CONNORS AND TURN OUR ATTENTION TO THE SLUMS OF NEW YORK'S BOWERY...

...WHERE A SINISTER STREET-LIT FIGURE STOPS BEFORE AN APPARENTLY ABANDONED AUTO BODY SHOP!

THE INSTRUCTIONS I RECEIVED HAVE GUIDED ME TO HERE!

THE GARAGE DOOR IS SHUT-- NOTHING POWERED BY ELECTRICITY CAN LONG REMAIN CLOSED TO ONE POSSESSING MY INCREDIBLE SKILLS!

SPARKS SHOOT FROM THE FIGURE'S FINGERS--

--AND THE GARAGE DOOR SLIDES OPEN!

WELL? I AM HERE!

GOOD! I LIKE MY FUTURE ALLIES TO BE PUNCTUAL!

WE AIN'T TEAMMATES YET! SAVE THE SWEET-TALK TILL AFTER THIS PUNK PROVES HE'S WORTHY OF JOININ' US!

I DIDN'T COME HERE TO PROVE MY POWER, BUT TO ADD IT TO YOURS! STILL, IF YOU INSIST...

H-HE FUSED MY IMPERVIOUS PASTE-STREAM IN MID-AIR!

AND WHAT I CAN DO TO YOUR RIDICULOUS PASTE--

YAHH! I'M MELTIN'-- FUSING INTO GLASS!

--I CAN ALSO DO TO THE PARTICLES COMPOSING YOUR FRIEND'S BODY!

BAH! BESTING YOU TWO MEDIOCRITIES IS MEANINGLESS! IT IS YOUR **LEADER** I WANT TO IMPRESS!

AND THE BEST WAY I CAN THINK OF TO DO JUST THAT--

--IS BY CREATING AN ELECTRICAL STORM IN THE AIR ABOUT HIM, THOROUGHLY DISRUPTING HIS ANTI-GRAVITY DEVICES!

NO! YOU'RE SHORT-CIR-CUITING MY FLYING DISCS! WITHOUT POWER, I CAN'T STAY ALOFT!

EXACTLY! AND, NOW THAT I'VE DEMONSTRATED MY POWER BY HUMBLING THE THREE OF YOU--

--LET'S TALK ABOUT COMBINING OUR MIGHT FOR THE EXPRESS PURPOSE OF DESTROYING OUR MUTUAL FOES: **SPIDER-MAN** AND THE **FANTASTIC FOUR!**

AGREEING, THE FEARSOME FOURSOME HUDDLES, DISCUSSING DARK DEEDS FAR INTO THE NIGHT... SEALING THEIR ALLIANCE IN THE LIGHT OF THE COMING DAWN!

LATER THAT MORNING, GRADUATE STUDENTS PHILIP CHANG, STEVE HOPKINS, AND MARCY KANE GATHER ON THE EMPIRE STATE UNIVERSITY CAMPUS IN TIME TO SEE...

SAY, ISN'T THAT SENATOR AND MRS. MARTIN--CHIP MARTIN'S PARENTS?

SURE IS. I HEAR THEY CONTACTED ESU PRESIDENT DWYER ABOUT THE DISAPPEARANCE OF THEIR SON.

YOU MEAN NO ONE'S SEEN CHIP SINCE THAT HALLOWEEN PARTY AT HIS PARENTS' HOUSE UPSTATE?

RIGHT. REMEMBER WHEN AN UNINVITED GUEST AT THE PARTY TURNED OUT TO BE ***MORBIUS*** THE ***LIVING VAMPIRE?***

"FORTUNATELY, SPIDER-MAN SHOWED UP AND STOPPED MORBIUS FROM HURTING ANYONE! SPIDEY SOMEHOW EVEN MANAGED TO CURE THE POOR, AFFLICTED GHOUL!

"BUT, DURING THE FIGHT, SOMETHING HAPPENED TO CHIP MARTIN!

"DEMONSTRATING STRANGE PSYCHIC POWERS, HE FLED INTO THE NIGHT AND HASN'T BEEN SEEN SINCE!"

HIS FOLKS ARE NEARLY OUT OF THEIR MINDS WITH GRIEF. I WONDER WHAT'S HAPPENED TO CHIP?

AH, HE'S LIKE A BAD PENNY--Y'KNOW, THEY ALWAYS TURN UP!

SPEAKING OF BAD PENNIES...

...HERE COMES PANTY-WAIST PARKER, KING OF THE COWARDS!

FIRST HE CHICKENED OUT WHEN ***SWARM*** THREATENED THE CAMPUS WITH HIS DEADLY KILLER BEES, AND THEN HE DISAPPEARED DURING ***MORBIUS'*** ATTACK ON US AT THE HALLOWEEN PARTY!

FRANKLY, I'M AMAZED MR. PARKER EVEN FOUND THE COURAGE TO SHOW UP FOR CLASS TODAY! BIO-CHEMISTRY CAN BE SO FRIGHTENING!

LAY OFF, MARCY-- PETE DOESN'T LOOK TOO GOOD! YOU FEELING OKAY, FELLA?

HUH? OH, JUST TIRED, STEVE--BAD DREAMS! I DIDN'T SLEEP WELL!

HEY! SLOW DOWN, PETE! WE JUST WANT TO TALK TO YOU!

HOLDING ME...? GET YOUR HANDS OFF, CHANG! I DON'T HAVE TO ANSWER TO ANY OF YOU! YOU'RE NOTHING TO ME! NOTHING!

WHY, WITH ONE HAND I COULD...!

BAH! YOU'RE NOT EVEN WORTH WORRYING ABOUT!

HOLY SMOKES! WHAT IN BLAZES HAS COME OVER PARKER? SOMEBODY BEEN FEEDING HIM TIGER'S MILK BARS ON THE SLY?

NO, HE'S JUST A SNOB--THINKS HE'S BETTER THEN THE REST OF US BECAUSE HE'S AN HONOR STUDENT!

BUT SOMEDAY PETER PARKER'S GOING TO LEARN THAT EVEN A GENIUS NEEDS FRIENDS! COME ON, WE'RE LATE FOR CLASS!

BUT SO TAKEN ABACK BY HIS STRANGE BEHAVIOR ARE PETER'S FELLOW STUDENTS--

--THAT THEY ALL FAIL TO NOTICE THE GROTESQUELY-GARBED, WILD-EYED FIGURE STARING DOWN AT THEM FROM ATOP THE ESU DORMITORIES...

W-WHY HAVE YOU BROUGHT ME HERE?

FOR REVENGE! REVENGE ON THOSE WHO SOUGHT TO LEASH US!

ONE BODY... TWO PERSONALITIES...

BUT THEY DID IT FOR MY OWN GOOD! TO HELP ME!

LIAR! THEY DID IT BE-CAUSE THEY FEARED ME! FEARED MY POWER!

BUT NOW THEY SHALL SEE MY POWER UN-LEASHED!

NO! I WON'T LET YOU!

FOOL! EVEN WERE YOU NOT EX-HAUSTED, YOU NO LONGER HAVE THE STRENGTH TO STOP ME!

A SOUL-NUMBING SCREAM RENDS THE AIR! THEN...

LOOK! SENATOR MARTIN'S CAR-- STOPPED BY A GIANT HAND!

BUT IF THE ONLOOKERS ARE STARTLED AND SHAKEN, IT IS A STEADY SENATOR MARTIN WHO EMERGES FROM HIS STALLED LIMOUSINE...

CHIP! IT CAN ONLY BE CHIP! THANK HEAVENS WE'VE FOUND HIM!

IT IS I WHO HAVE FOUND YOU, FATHER! AND IT IS I WHO WILL DESTROY YOU BEFORE YOU CAN BIND ME AGAIN!

CHIP, YOU DON'T KNOW WHAT YOU'RE SAYING! COME DOWN, SON! LET US HELP YOU BEFORE YOU HURT YOURSELF!

IT IS YOU WHO SHALL BE HURT, FATHER! YOU AND ALL WHO TRY TO RESTRAIN ME!

HUH? I'VE BEEN WALKING IN A DAZE! WHY IS EVERYONE SCREAMING? AND THAT FIGURE ON THE DORM ROOF--??

OMIGOSH! IT'S CHIP MARTIN, AND HE'S SOMEHOW FILLED THE AIR--

--WITH A RAIN OF KNIVES!

GET DOWN, SENATOR, UNLESS YOU WANT TO END UP SLICED AND DICED!

DID YOU SEE PARKER PULL THE SENATOR'S FAT OUT OF THE FIRE, MARCY? WHAT DO YOU THINK OF YOUR "PANTY-WAIST" NOW?

I-I DON'T UNDER-STAND IT!

BUT, LOOK! FIRST HE SAVES THE SENATOR-- AND NOW HE'S RUNNING AWAY!

PETE'S GOT PROBLEMS, LADY-- AN' MAYBE YOU SHOULD BE HELPING HIM SORT THINGS OUT INSTEAD OF HOUNDING HIM ALL THE TIME!

BUT EVEN PETER PARKER'S STRANGE REACTIONS ARE ECLIPSED--

--BY THE INSANITY CHIP MARTIN IS WREAKING ON THE ESU CAMPUS!

SENATOR MARTIN, ARE YOU ALRIGHT?

OH, ROBERT! YOU WERE FOOLISH TO CHALLENGE THAT-- THAT FIEND!

THAT "FIEND" IS OUR SON, CHIP, REBECCA! HE NEEDS US...NOW MORE THAN EVER!

MEANWHILE, IN THE NEARBY BIOCHEMISTRY LAB OF DR. CURTIS CONNORS...

THERE'S NO DOUBT ABOUT IT! THESE SPECTROSCOPIC PHOTOGRAPHS OF SPIDER-MAN'S BLOOD CELLS SHOW A RAPID, UNCONTROLLED MUTAGENIC GROWTH!

IT'S AS IF AN INVADER HAD ENTERED HIS BLOODSTREAM AND BEGUN TO WREAK INCREDIBLE HAVOC!

AND IT'S MY FAULT! THIS RE-ACTION IN SPIDER-MAN WAS DIRECTLY CAUSED BY THE FEEDBACK HE ABSORBED FROM THE ENERVATOR WHILE TRANS-FORMING ME BACK FROM THE LIZARD TO BURT CONNORS!

NOW A SIMILAR, THOUGH OPPOSITE, CHANGE IS ABOUT TO TAKE PLACE IN HIM! SPIDER-MAN IS MY FRIEND! HE'S SAVED MY FAMILY AND *ME* FROM THE RAVAGES OF THE LIZARD MORE TIMES THAN I CARE TO REMEMBER!

NOW I'VE GOT TO SAVE HIM--FROM HIMSELF!

DR. CONNORS GRIMLY SETS TO WORK!

MEANWHILE, ACROSS THE CAMPUS, THE YOUTH WHO WAS ONCE CHIP MARTIN DESCENDS TOWARD THE HORRIFIED CROWD BELOW...

...ON A SLITHERING TENDRIL OF PSYCHIC FORCE!

CRIPES! THE KID'S OLD MAN SAYS HE'S PULLING THESE TRICKS OUT OF HIS *MIND*--

--LIKE A MAGICIAN PULLS RABBITS FROM A HAT!

YEAH, WELL WE'RE NOT DEALING WITH ILLUSIONS! THOSE KNIVES THE KID CREATED WERE REAL!

PLEASE DON'T SHOOT! LET ME TALK TO HIM!

THE TIME FOR TALK IS PAST, FATHER! NOW IS THE MOMENT I SEEK--

--MY REVENGE!

MORE TENDRILS--SNAKING UP FROM THE GROUND LIKE THE ARMS OF AN OCTOPUS!

WE CAN'T MOVE!

A-AND NOW THE TENDRILS ARE TURNING OUR GUNS BACK UPON US-- MAKING US SQUEEZE THE TRIGGERS!

C-CAN'T STOP IT! HE'S FORCING US TO SHOOT OURSELVES!

MY, WHAT A NASTY WAY TO GO!

THWIP!

MY GUN-- SNATCHED FROM MY HAND AT THE LAST *MOMENT!!* WHO--?!

WELL IN MOST CIRCLES--WHEN THEY REFER TO ME AT ALL-- THEY USUALLY CALL ME... SPIDER-MAN!

KERTHWAM!

AMONG OTHER, UNMENTIONABLE THINGS!

HMM, LOOKS LIKE YOU HAVE TROUBLE MAINTAINING YOUR POWER WHEN A GOOD KICK JARS YOUR BRAIN!

I'LL HAVE TO REMEMBER THAT, 'CAUSE TODAY I FEEL LIKE KICKING SOMEBODY FROM HERE TO SCHENECTADY!

AND, GUESS WHAT, YOU LUCKY DEVIL--YOU'RE IT!

DEVIL? YES, MY MIND SEETHES WITH THE HELLISH, THE DIA-BOLICAL! FOR YEARS I TRIED TO CONTROL IT, ALLOWED IT TO BE BOUND!

BUT TODAY IT IS BOUND NO LONGER!

SEETHING PSYCHIC SHAPES MATERIALIZE, SUMMONED FORTH FROM A MIND GONE MAD! TAKING FEROCIOUS FORM OUT OF THE VERY ETHER ITSELF, THEY HURL THEMSELVES IN A HAIL OF PURE HATRED AT THE SPECTACULAR SPIDER-MAN...

IT'S AS TWISTED AS SOME OF THE GARBAGE MYSTERIO OR MINDWORM MIGHT HAVE COME UP WITH!

THE ONLY DIFFERENCE BEING THAT THEIRS WERE ILLUSIONS-- YOURS ARE REAL!

YEAH, YOU'RE GOOD, KID-- I'LL GRANT YOU THAT!

BUT, YOU WANT TO KNOW SOMETHING? *I'M BETTER!*

YOU MUST HAVE ONE **DOOZY OF A** MIND TO DREAM UP STUFF LIKE THIS, KID!

I DON'T GET IT! SPIDER-MAN'S ALWAYS SEEMED SO REASONABLE! YET NOW, INSTEAD OF REALIZING THAT CHIP'S MENTALLY DISTURBED, HE'S STRIKING OUT AT HIM SAVAGELY! ***ANGRILY!***

WHAT ***IS*** WRONG WITH YOUR SON, SENATOR MARTIN?

I-I GUESS IT HAD TO COME OUT SOONER OR LATER...

CHIP WAS OUR FIRST, AND ONLY, CHILD. HIS BIRTH WAS...DIFFICULT.

I'M SORRY, BUT THE DRUGS WE USED TO EASE YOUR WIFE'S DELIVERY HAVE ENTERED THE CHILD'S BLOODSTREAM.

MEANING WHAT, DOCTOR?

"BUT THE DOCTORS DIDN'T ***KNOW*** THEN WHAT IT MEANT!

"NOR DID WE...UNTIL LATER!

R-ROBERT, CHIP IS LEVITATING HIS TOYS!!

AND NOW HE'S FORMED A MALLET OUT OF THIN AIR... TO ***SMASH*** THEM!

"CHIP'S UNCANNY MIND POWERS SEEMED HEIGHTENED WHENEVER HE WAS UPSET...

"...OR ANGRY!

I-I MERELY TOLD CHIP HIS SCHOOLWORK WASN'T AS GOOD AS HIS CLASSMATES--

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--AND SUDDENLY THE AIR WAS FILLED WITH HISSING SNAKES!

"AT SUCH MOMENTS A SINISTER, SECOND PERSONALITY SEEMED TO POSSESS CHIP!

"WE COULDN'T DESTROY THAT 'OTHER' WITHOUT DESTROYING CHIP, BUT WE HOPED, THROUGH CHEMOTHERAPY, TO ENABLE CHIP TO CONTROL IT!

ANOTHER NEW WONDER DRUG, DOCTOR?

THIS ONE HAS HAD SOME SUCCESS WITH HYPERACTIVE CHILDREN, SENATOR...

NO! DON'T LET THEM DRUG ME AGAIN, DAD!

"BUT, AS HE GOT OLDER, CHIP'S EMOTIONAL OUTBURSTS BECAME MORE FREQUENT, MORE VIOLENT!

WE CAN BIND HIS BODY, BUT HOW LONG CAN WE STRAIGHTJACKET HIS MIND?

"EVENTUALLY, SOME PROGRESS WAS MADE. CHIP WENT TO A SPECIAL SCHOOL. THE CHEMOTHERAPY WAS REPLACED BY PSYCHIATRIC CARE. CHIP SEEMED AT LAST TO BE ABLE TO CONTROL HIS EMOTIONAL STATES--

"--UNTIL THE NIGHT OF THE PARTY!"

I COULDN'T HELP OVER-HEARING YOUR OLD MAN SOB OUT YOUR LIFE STORY, KID! YOU'RE A REAL ***SCHIZOID MAN***... TWO PERSONALI-TIES WRAPPED UP IN ONE!

JUST ONE OF SOCIETY'S UNFORTUNATES, HUH? I SUPPOSE I SHOULD FEEL SORRY FOR YOU-- COLLECT PENNIES TO HELP SEND YOU TO SUMMER CAMP.

I'M THROUGH FEELING SORRY FOR ANYBODY BUT ME, PUNK! BUT I WILL DO YOU A FAVOR!

AFTER I'M DONE SMASHING YOUR INSIDIOUS LITTLE UGLIES--

--I'M GONNA DO THE CHARITABLE THING, LIKE GETTING YOU OFF THE STREET WHERE YOU CAN ONLY CAUSE GRIEF TO YOURSELF OR SOME INNOCENT BYSTANDER--

--AND INTO A NICE, COZY, PADDED CELL, WHICH IS WHERE YOU REALLY BELONG!

MAYBE THE NICE MEN IN THE WHITE ICE CREAM SUITS WILL BE ABLE TO REHABILITATE YOU— NOT THAT THAT'S ANY CONCERN OF MINE!

NO! I SPENT HALF MY LIFE IN INSTITU-TIONS! I WON'T GO BACK!

OH, BUT YOU WILL, BRIGHT-EYES! CANDY-LAND IS THE ONLY PLACE SUITABLE FOR A SCHIZO LIKE YOU!

YOU'RE SCARED NOW, AREN'T YOU, KID? SO SCARED YOU'RE LOSING YOUR GRIP ON YOUR LITTLE MIND CREATURES!

THEY'RE FADING FAST, KID, AND SO ARE YOU!

I'LL STOP YOU! I MUST! I WON'T LET YOU TURN ME OVER TO MY FATHER--TO BE DRUGGED, MY WHOLE LIFE ONE UNENDING DREAM!

YOU'VE GOT THE WRONG IDEA, KID! I'M NOT PLANNING ON TURNING YOU OVER TO ANYBODY! I'M GONNA WIPE UP THE STREET WITH YOU!

N-NO! YOU WOULDN'T! YOU CAN'T!

WANNA BET?

SVOK!

WHERE'S YOUR LITTLE CIRCUS OF HORRORS NOW, KID?

I ASKED YOU A QUESTION!

SPIDER-MAN, IN THE NAME OF HEAVEN, STOP IT! YOU'RE KILLING HIM!

SKAM!

H-HUH? DOC CONNORS? WHAT--?

GO AHEAD, HIT ME! I'M MORE RESPONSIBLE FOR YOUR RAGE THAN THAT POOR, UNFORTUNATE LAD!

CHIP! SPEAK TO US, SON! PLEASE!

SPIDER-MAN! **YOU** DID THIS! WHAT KIND OF ANIMAL ARE YOU? MY BOY NEEDED HELP, UNDERSTANDING --AND YOU NEARLY MURDERED HIM!

IT TOOK HIM YEARS TO RESTRAIN HIS FURY, TO BE ABLE TO WALK AMONG NORMAL PEOPLE UNAFRAID OF HIS ANGER!

AND NOW YOUR VIOLENT BRAND OF VIGILANTIISM HAS SET BACK HIS THERAPY--PERHAPS IRREPARABLY!

IT'S ALRIGHT, SON! YOU DIDN'T KNOW WHAT YOU WERE DOING!

BULL! IT WAS HIM OR ME, CONNORS! I DON'T MAKE ANY EXCUSES FOR MY ACTIONS! THE CREEP WAS MENACING INNOCENT PEOPLE! HE HAD IT COMING TO HIM!

BUT I'M NOT GONNA STICK AROUND AND TAKE ANY MORE ABUSE FROM A PACK OF SCARED, BLEEDING-HEARTS LIKE YOU!

JUST WAIT UNTIL THE NEXT TIME YOU NEED HELP, THOUGH!

DON'T WASTE YOUR BREATH CALLING ON *SPIDER-MAN!*

LORD! HE'S RUNNING FROM ME-- STRAIGHT UP THE SIDE OF THE BUILDING! THIS IS WHAT I'VE FEARED MOST! HIS ENERVATOR-ENHANCED BLOOD IS RACING! HE'S IRRATIONAL WITH RAGE!

THE *CHANGE* COULD BEGIN AT ANY MINUTE!

UP ON THE PHYSICS BUILDING ROOF AT THAT VERY MOMENT, DR. CURTIS CONNORS' THOUGHTS ARE BEING BORNE OUT... WITH A VENGEANCE!

SO TIRED! SWEATING! FEVERISH! SKIN FEELS HOT--THEN COLD! CAN'T THINK STRAIGHT!

ANGRY! ALWAYS TRYING TO HELP, ALWAYS BEING BLAMED!

WHY SHOULD I CARE! WHY SHOULD I WANT TO HELP!

I'VE GOT MORE POWER THAN THEM! I COULD CRUSH THEM ALL!

YES! CRUSH THE PUNY HUMANS WHO ENVY MY POWER! WHO FEAR THE MIGHT OF...

...THE SPIDER-LIZARD!

NEXT: TURNABOUT!

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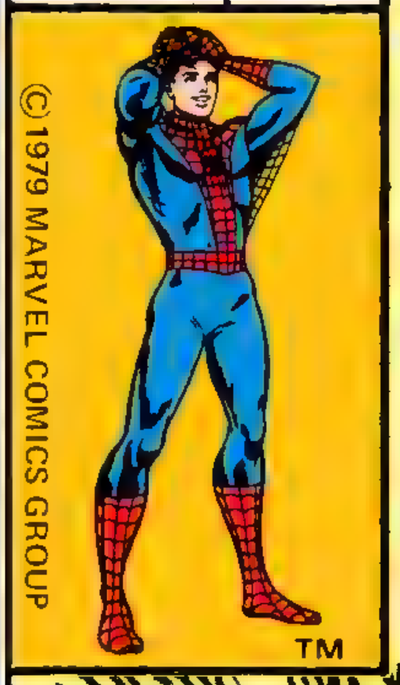

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

THIS, THEN, IS THE TRAGEDY

TO BEGIN AS MAN...

...AND END AS MONSTER!

MILGROM / RUBINSTEIN

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

STRIPPING A CAR IS ONE OF THOSE URBAN PASTTIMES THAT ARE SUPPOSED TO GO SMOOTHLY, WITHOUT A HITCH. IN SECONDS A PRODUCT OF DETROIT'S FINEST ENGINEERS IS REDUCED TO ITS BASIC COMPONENTS AND CARTED OFF INTO THE NIGHT.

THE POLICE ARE USUALLY TOO BUSY WITH OTHER THINGS, AND THE PARTS ARE HARD TO TRACE.

HISSS

LEAPIN' OUTTA THE NIGHT, IT'S THAT WALL-CRAWLIN' FREAK...

SPIDER-MAN!??

WHICH MAKES IT A LUCRATIVE, LOW-RISK JOB WITH FEW SURPRISES...EXCEPT ON NIGHTS LIKE THIS!

The TERRIBLE TURNABOUT!

LF674

BILL MANTLO WRITER ✶ FRANK SPRINGER ARTIST ✶ RICARDO VILLAMONTE INKER ✶ B. SEAN, D. ALBERS, COLORS LETTERS ✶ AL MILGROM EDITOR ✶ JIM SHOOTER EDITOR-IN-CHIEF

L-LOOK AGAIN, JONESY! IF THAT'S SPIDER-MAN, THE SUCKER'S GROWED FANGS AN' A TAIL!

AN' HE'S HISSIN' LIKE THE LEAD IN SOME JAP-ANESE GIANT LIZARD MOVIE!

SHSAAAA

WELL, WE AIN'T GOT TIME TO PUZZLE IT OUT! IF THIS SCALY GEEK HOLDS US UP TILL THE COPS GET HERE, IT'S THE PEN FOR SURE!

GET HIM!

HISSH

THE PENNY-ANTE PURLOINERS OF STOLEN CAR PARTS PILE ON THE DIMLY SEEN INTRUDER...

...TO LITTLE AVAIL!

TIME AND AGAIN HEAVY, SCALED HANDS CLUB FRAIL FLESH! TIME AND AGAIN A SNAKING TAIL SWIPES, HURLING BODIES ASIDE!

YEARGHH!

AND, TIME AND AGAIN, RED BLAZING SERPENT EYES FREEZE THE BLOOD...

...WHILE SLAVERING FANGS GLEAM IN THE STREETLIT NIGHT!

GOTTA USE THE BATTERY JUMPER CABLES TO GET THIS MONSTER OFF US!

ZZRAM!

GGNNNGGG!

SSSS

WHUMP!

THEN THERE IS SILENCE. THE WOULD-BE PROFITEERS LAY SPLAYED ACROSS THE TRASH-STREWN ALLEY PAVEMENT.

THE CREATURE THAT LAID THEM LOW STANDS SNARLING, TAIL WHIPPING THE SHADOWS.

THEN THE SOUND OF SIRENS REGISTERS ON THE BRUTE'S DIM AWARENESS!

WREEEE!

IT DOES NOT KNOW THE PURPOSE OF THE RAPIDLY-NEARING WAIL, SAVE THAT IT SOMEHOW SIGNALS PURSUIT...OF HIM!

LEAPING, THE CREATURE SCALES THE WALL, CLIMBING SWIFTLY, HIS INSTINCTS SCREAMING..."FLEE!"

SECONDS LATER, A LONE TAXI CAB SCREECHES TO A STOP BEFORE THE ENTRANCE TO THE ALLEYWAY, DISGORGING A SINGLE, ONE-ARMED PASSENGER...

TAXI

WREEE!

SPIDER-MAN MUST BE HERE! MY TRACER PICKED UP HIS PRESENCE A HALF MILE AWAY!

YEAH, AN' THE WAIL HAS BEEN DRIVIN' ME CRAZY FOR BLOCKS!

ASKING THE CABBIE TO WAIT, **DR. CURTIS CONNORS** ADVANCES INTO THE SHADOWED ALLEYWAY...

HIS TRACER CONTINUES TO WAIL.

WRREEEE!

HE IS NOT TERRIBLY SURPRISED AT WHAT HE FINDS!

THERE, ON THE ROOFTOP! I KNEW HE WAS HERE! MY TRACER IS ATTUNED TO HIS ENERVATOR-IRRADIATED BLOOD! THERE COULD BE NO MISTAKE!

THAT... THAT CREATURE UP THERE WAS ONCE **SPIDER-MAN!**

WHILE CURING ME OF THE ENERGY-CHARGE THAT HAD TURNED ME INTO THE MONSTROUS **LIZARD,** SPIDER-MAN ABSORBED RADIOACTIVE FEEDBACK FROM A PORTABLE ENERVATOR! THE RAYS AFFECTED HIS BLOOD! I TRIED TO WARN HIM, BUT THE PSYCHOLOGICAL CHANGE HAD ALREADY BEGUN, MAKING HIM SAVAGE, UNWILLING TO LISTEN!

HHISSSSS

THEN, DURING HIS BATTLE WITH THE **SCHIZOID-MAN,** THE ACTUAL PHYSICAL CHANGE BEGAN! AFTER ALMOST KILLING HIS HELPLESS OPPONENT, SPIDER-MAN FLED THE EMPIRE STATE UNIVERSITY CAMPUS AS THE BRUTAL, BESTIAL... **SPIDER-LIZARD!**

LONG AGO I INFLICTED THE LIZARD-CURSE UPON MYSELF DURING AN EXPERIMENTAL ATTEMPT TO REGENERATE MY MISSING ARM--AND NOW SPIDER-MAN IS SUFFERING FROM MY FOLLY. I'VE GOT TO FREE HIM OF THE CURSE--AS HE FREED **ME!**

AS CURT CONNORS SUFFERS PANGS OF REMORSE, HIS SAVAGE PREY BENDS ITS STRENGTH AGAINST AN ENORMOUS WATER TOWER...

AND, WITHOUT WARNING--OR, PERHAPS, AS A WARNING, THE GIANT WATER TANK TOPPLES...

...NARROWLY MISSING THE CONCERNED DR. CONNORS!

KRAAASH!

SWEET HEAVEN!!

THE SPIDER-LIZARD'S LEAPING AWAY! IF HE GETS BEYOND THE RANGE OF MY TRACER AGAIN--!

NO, I CAN'T LET HIM ESCAPE!

I OWE SPIDER-MAN MORE THAN I CAN EVER REPAY! HE'S RISKED HIS LIFE COUNTLESS TIMES TO SAVE **ME** FROM THE CURSE OF THE LIZARD...CAN I NOW DO LESS TO SAVE HIM?!

MEANWHILE AT THE EDITORIAL OFFICES OF THE DAILY BUGLE...

THIS IS INCREDIBLE!

AP WIRE

UPI PRES

IF THIS WIRE SERVICE REPORT IS ACCURATE, MR. JAMESON WILL WANT TO KNOW AT ONCE!

YOU HEARD ME! REMAKE THE FRONT PAGE... AGAIN!

BUT, MR. JAMESON, THE COSTS WILL BE ENORMOUS--!

UH, BOSS?

WE JUST GOT A REPORT OF SOME WEIRD LIZARD-LIKE CREATURE TERRORIZING THE CITY IN A SPIDER-MAN COSTUME! HUH? HE'S NOT EVEN LISTENING?!

UH, JJ'S GOT PROBLEMS, ROG...

YEAH? SO HAVE WE, JACK! RUNNING A NEWSPAPER WITH A NUTCASE AT THE HELM!

HOWEVER, SOME HOURS LATER, THE BUGLE'S COMPETITION, THE DAILY GLOBE, HAS PAID SOMEWHAT MORE ATTENTION TO ITS INCOMING WIRE SERVICE REPORTS...

SEND OUT MORE PHOTO-GRAPHERS! KEEP TRYING TO REACH PETER PARKER!

DAILY GLOBE

HAH! THIS STORY IS GONNA SELL PAPERS BY THE THOUSANDS! AND I HEAR THE DAILY BUGLE HASN'T EVEN PICKED UP ON IT!

HERE'S THE PROOF FOR THE MORNING EDITION'S FRONT PAGE, MR. BUSHKIN!

BARNEY BUSHKIN EXHALES SLOWLY! AS CITY EDITOR FOR THE DAILY GLOBE HE KNOWS HOT COPY WHEN HE SEES IT...

AND THIS STORY IS **WHITE-HOT!**

TV listings: P. 30

THE DAILY GLOBE

SPIDER LIZARD TERRORIZES MANHAT

CREAT
AT LAR
BY CHRIS ROGA
"commotion" an
turned bleeding fi
the mouth.
He was taken to
police
at least 15
prostitut

TERRIFIC! THESE PHOTOS ARE PULITZER PRIZE MATERIAL! TOO BAD THEY COULDN'T HAVE BEEN PARKER'S! I WONDER WHERE THE KID'S AT?

THE "KID", AT THIS MOMENT, CROUCHES IN THE SHADOWS, HIDING FROM THE DAWN AND FROM THE WAILING SIRENS!

WREEE

THE CREATURE IS CONFUSED. CONFLICTING EMOTIONS RUN RIOT IN ITS TIRED BRAIN.

IT UNDERSTANDS NEITHER WHERE IT HAS COME FROM, NOR WHY IT IS HERE.

FACES SWIM IN THE DIM FOREFRONT OF THE CREATURE'S CONSCIOUSNESS -- SWEET FACES. GENTLE, CONCERNED FACES.

THERE ARE NAMES TO GO WITH THE FACES: MARY JANE WATSON, MAY PARKER, PETER PARKER, CURTIS CONNORS.

THE CREATURE DOES NOT KNOW THE NAMES, BUT THE FACES ANGER HIM.

LIKE THE SIRENS, THEY SEEM TO PURSUE THE CREATURE THROUGH ITS WAKING NIGHTMARE.

DAWN PAINTS GOLDEN THE CAMPUS OF EMPIRE STATE UNIVERSITY...

THERE, HAVING WORKED THROUGH THE NIGHT IN HIS BIOCHEMISTRY LAB, CURTIS ACHIEVES THE CHEMICAL SYNTHESIS HE HAS BEEN SEARCHING FOR!

DONE! THIS SERUM SHOULD RESTORE SPIDER-MAN TO NORMAL!

IT'S A DERIVATIVE OF THE ANTI-LIZARD FORMULA SPIDER-MAN ONCE USED ON ME, ADAPTED TO HIS UNIQUE BIOLOGY!

THE MANHUNT CONTINUES FOR THE THE STRANGE SPIDER-LIZARD ON THE LOWER EAST SIDE...

NOW... IF ONLY I CAN GET CLOSE ENOUGH TO USE IT!

EAST TWELFTH STREET...

DID YOU HEAR THE NEWS, MRS. RODRIGUEZ? THERE'S A MONSTER LOOSE IN OUR NEIGHBORHOOD, THEY SAY!

SO? WHAT ELSE IS NEW, MRS. KLEIN?

BELOW, THE TRASH STIRS...

...AS THE SPIDER-LIZARD TURNS IN FITFUL SLEEP, ITS HIDEOUS FORM IS HIDDEN FROM SIGHT NO LONGER.

EEEEEEEEEEEEEE

SCREAMS LIKE SIRENS, FROM ABOVE, WAKE THE CREATURE!

AND THE HUNT IS ON!

COMIN' FROM THAT ALLEY, REILLY! STOP THE CAR!

THE TWO OFFICERS HAVE BEEN ON THE FORCE TOO LONG TO KNOW THERE IS NO GLORY IN DYING HEROES. THEY SEND OUT A CALL FOR HELP, AND ADVANCE WARILY...

SOMEONE-- OR SOMETHING --IN THE SHADOWS, REILLY!

COULD BE WHAT WE'RE LOOKING FOR, LIEUTENANT!

REILLY, LOOK OUT FOR ITS TAIL! UNGHH!

THEN IT IS HIM!

THE SPIDER LIZARD!

HSSSSS

POW! PTOW!

SHOOT! WE'VE GOTTA HOLD HIM TILL HELP COMES!

WREEEEE

SIRENS AGAIN!

POLICE

SWAT

SSSS

AND IT SEEMS, THE CREATURE'S INCHOATE FEARS OF BEING HUNTED ARE FULLY BORNE OUT!

BULLETS CAN'T PENETRATE THE SPIDER-LIZARD'S SCALY HIDE! TEAR GAS DOESN'T SLOW IT DOWN!

HOW IN BLAZES ARE WE SUPPOSED TO STOP IT?!

THE POLICE FIREWORKS AROUSE THE NEIGHBORHOOD...

WHO ARE THE COPS FIGHTING?

IT'S THAT SPIDER-LIZARD THING!

THE DAILY GLOBE RAN PICTURES OF IT!

SO HOW COME THERE'S NOTHING IN THE DAILY BUGLE? JAMESON MUST BE SLIPPING!

HEM THE SPIDER-LIZARD IN! CIRCLE HIM WITH VEHICLES! I DON'T WANT HIM GETTING AWAY!

YES, SIR!

LIKE HOLLYWOOD INDIANS ENCIRCLING A WAGON TRAIN OF PIONEERS, THE CITY'S ELITE S.W.A.T. SQUAD SURROUNDS THE SPIDER-LIZARD. THE SOUND OF AUTOMATIC WEAPONRY, OF ESCAPING TEAR GAS FILLS THE AIR...

KEEP FIRING! MAYBE WE CAN'T HURT THAT MONSTER, BUT WE CAN KEEP IT FROM HURTING US!

POLICE

GET NETS UP HERE! CHAINS! ANYTHING WE CAN USE TO BIND THE BEAST!

BUT THE SPIDER-LIZARD HAS HAD ENOUGH! IT SEEKS NOT TO INFLICT PAIN OR TO EXPERIENCE FURTHER AGONY ITSELF.

IT LONGS ONLY FOR... ESCAPE!

LOOK OUT! IT'S TEARING UP THE MANHOLE COVER!

AND, WHEN THE CORDITE SMOKE FINALLY CLEARS...

GONE! I GOT HERE TOO LATE! THE POLICE HAVE DRIVEN SPIDER-MAN BELOW GROUND...

"...INTO THE ALMOST IMPENETRABLE MAZE OF THE NEW YORK CITY SEWER SYSTEM!"

CURT CONNORS IS CORRECT! THE CREATURE STUMBLES THROUGH COOL DARKNESS! THE SLIME-SLICK WATERS ACT AS A BALM TO HIS FIERY WOUNDS!

HISSSS

BUT THE DARKNESS ITSELF IS A DEAD-END! ANOTHER TRAP!

THE COFFIN-NAIL COLDNESS OF THE CORRODED IRON BARS DEFIES THE CREATURE'S FURY! EXHAUSTED BEYOND ITS LIMITS, IT CAN ONLY SNARL AT ITS NEWEST CAGE!

THEN THE CREATURE SENSES THAT IT IS NOT ALONE IN ITS FOUL-SMELLING, PHOSPHORESCENTLY-ILLUMINATED HOLE!

SSSSS

SPIDER-MAN? IT'S ME, CURT CONNORS!

HISSSS

LORD! IS--IS THAT HOW I APPEAR TO OTHERS WHEN I BECOME THE **LIZARD?** IT'S HORRIBLE! GHASTLY!

BUT SOMETHING IN SPIDER-MAN'S BLOOD HAS MADE THE CHANGE FOR HIM EVEN MORE SAVAGE!

HE CAN'T TALK, BUT HE CAN *UNDERSTAND?*

SPIDER-MAN, LISTEN TO ME--I'M YOUR FRIEND! I'VE BROUGHT SOMETHING THAT WILL HELP YOU!

IT'S AN ANTIDOTE, OLD FRIEND! IT WILL CANCEL OUT THE RADIATION MY ENERVATOR PUT IN YOUR BLOODSTREAM!

IT WILL CURE YOU! ALL YOU HAVE TO DO IS DRINK IT!

HISSSS

SLOWLY, HESITANTLY, THE SPIDER-LIZARD COMES FORWARD, AS IF UNDERSTANDING...

THEN...

HISSS

SKRASH!

THE SERUM!!

YOU'VE DESTROYED IT! DESTROYED YOUR ONLY HOPE FOR NORMALCY!

AND YOU DID IT PURPOSEFULLY! I CAN SEE IT IN YOUR EYES! YOU'VE BEEN TAKEN OVER COMPLETELY BY THE SAVAGERY OF THE **LIZARD**--AS THAT ACCURSED NIGHTMARE'S POSSESSED ME COUNTLESS TIMES IN THE PAST.

DON'T YOU SEE? IF YOU LET THE LIZARD TAKE OVER, SPIDER-MAN IS DOOMED! IF YOU DON'T FIGHT THE CHANGE, YOU'LL NEVER BE FREE!

IS-IS THERE ANY OF THE MAN LEFT INSIDE YOU? CAN'T YOU UNDERSTAND WHAT I'M SAYING??

SSAAAA

YAAAAAAA!

THE HUMAN SCREAMS--BUT NOT THE SCREAMS OF THE SIRENS! NO, CURT CONNORS' SCREAMS ARE THE FRIGHTENED CRIES OF THE HUNTER WHO SUDDENLY FINDS HIMSELF HUNTED BY HIS PREY!

HISSSS

POWER SURGES THROUGH THE CREATURE--POWER SUCH AS IT CAN NEVER REMEMBER HAVING KNOWN BEFORE! THE POWER TO CRUSH, TO DESTROY...

IN FACT, IT SENSES IT NEED FEAR NOTHING EVER AGAIN!

THE CREATURE CANNOT UNDERSTAND NOW WHY IT RAN FROM SUCH PITIFUL, PALE-SKINNED PURSUERS AS THIS ONE IT HOLDS ALOFT! IT HAS NOTHING TO FEAR FROM SUCH AS THEY!

SUDDENLY, SOMETHING HALTS THE CREATURE!

A FEELING, PERHAPS! A SENSE OF SOMETHING THIS WORDLESS BEAST CANNOT EXPLAIN!

A TWINGE...

OF GUILT? NO. THE CREATURE IS BEYOND HUMAN MORALITY. CONSCIENCE HAS NO PLACE IN ITS DIM CONSCIOUSNESS. BUT, WHAT THEN?

HISSSS

HE STOPPED! HE COULD HAVE KILLED ME, CRUSHED ME LIKE AN' ANT--!

WITH A SECOND VIAL OF SERUM I SECRETED INSIDE MY BELT, ANTICIPATING HE MIGHT DESTROY THE FIRST ONE.

SPLUG

WHUMP!

UNGGHH!

BUT HE STOPPED! THAT MEANS THERE'S STILL THE MIND OF THE MAN BURIED DEEP INSIDE THE FRAME OF THE MONSTER! A MIND THAT CAN STILL BE REACHED...

HISSS

NO CHANGE! H-HE SWALLOWED THE SERUM--BUT NOTHING'S HAPPENING!!

DR. CONNORS IS WRONG! SOMETHING IS HAPPENING! THE SPIDER LIZARD IS BECOMING EVEN MORE SAVAGE THAN BEFORE!

AND THE CREATURE'S SAVAGERY IS DIRECTED AT ITS TORMENTOR!

HISSS

S-SERUM'S NOT WORKING! NO CHANGE!

SPIDER-MAN'S GOING TO KILL ME...!

HISSHAA

BUT THEN, EVEN AS DARKNESS BEGINS TO CLOSE OVER CURT CONNOR'S PAIN-FILLED EYES, THE ANTICIPATED TRANSFORMATION BEGINS...

HISSSS...

WHAT'S HAP-PENING?

W-WHERE AM I?

MY MASK GONE! MY COSTUME IN TATTERS! DOC CONNORS, WHAT ARE WE DOING HERE? WHAT'S GOING ON??

IT'S A LONG STORY, SPIDER-MAN! FOR A TIME, ***YOU*** BECAME ***MY*** WORST NIGHTMARE! BUT IT'S OVER NOW, YOU'RE BACK TO NORMAL!

NO NEED TO COVER YOUR FACE, SON-- IT'S TOO DARK FOR ME TO SEE YOU CLEARLY DOWN HERE... NOT THAT I'D EVER REVEAL YOUR SECRET EVEN WERE IT KNOWN TO ME!

I- I KNOW THAT, DOC! IT'S NOT YOU I DON'T TRUST...

THIP THIP

I DON'T KNOW-- MAYBE IT'S ME!

THEN, AS THE DAZED DUO SEARCH FOR A WAY OUT OF THE SEWER...

DOC--THAT SOUND, LIKE THE RUSHING OF...

WATER! THE POLICE CHASED THE SPIDER-LIZARD DOWN INTO THE SEWERS--NOW THEY'RE TRYING TO FLOOD HIM OUT!

THE MONSTER YOU'D BECOME IS WANTED DEAD OR ALIVE! THEY MEAN TO DROWN ANYTHING DOWN HERE!

MEANING HALF A MILLION RATS-- AND ***US!*** SORRY I GOT YOU INTO THIS, DOC!

I-I THINK IT WAS THE OTHER WAY AROUND, SPIDER-MAN!

NUTS! YOU RISKED YOUR LIFE TO SAVE MINE, DOC!

I'D BE AN INGRATE IF I LET US DIE NOW!

THEY SWIM THROUGH FOUL FETID DARKNESS, CARRIED BY THE FLOOD...

...UNTIL STOPPED, AS BEFORE, BY THE CONFINES OF A CAGE THAT COULD WELL BECOME THEIR COFFIN!

IRON BARS! PROBABLY MEANT TO KEEP ANYBODY FROM WANDERING INTO THE SEWERS--BUT ALSO KEEPING US FROM GETTING OUT!

I SORT OF REMEMBER COMING UP AGAINST THESE BARS AS THE SPIDER LIZARD! THEY STOPPED HIM COLD!

THE IRONIC THING IS THAT, WITH HIS INCREDIBLE STRENGTH, THE SPIDER LIZARD PROBABLY COULD HAVE TORN THESE BARS OUT--FREEING HIMSELF!

HIS BRUTE INTELLIGENCE COULDN'T FIGURE OUT WHAT WAS BLOCKING HIS ESCAPE, OR WHAT TO DO ABOUT IT...

...WHILE, FOR YOUR AVERAGE FRIENDLY NEIGHBORHOOD SPIDER-MAN, RAPIDLY RUNNING OUT OF AIR AS HE IS--

--PRYING THESE BARS FROM THEIR ANCHORAGE IN THE STONE IS GOING TO TAKE EVERYTHING I'VE GOT!

GOTTA USE MY HEAD! TWIST THE BARS! LOOSEN THEIR ANCHORAGE!

B-BUT DOC CONNORS MUST BE CLOSE TO DROWNING! I'VE GOTTA GET THROUGH-- FOR HIS SAKE!

I-I DID IT! WE'RE FREE!!

WRRR

MOMENTS LATER, IT IS AN EXHAUSTED SPIDER-MAN WHO DRAGS A SEEMINGLY LIFELESS CURT CONNORS ONTO THE SHORE BENEATH ROTTING WEST SIDE PIERS...

DOC CONNORS IS OUT COLD! HE MUST'VE SWALLOWED HALF THE HUDSON RIVER!

I'VE GOTTA ACT FAST IF I'M TO SAVE THE LIFE OF A MAN WHO'S SAVED MY LIFE MORE TIMES THAN I CARE TO COUNT!

INHALING THE BITING DECEMBER AIR, THE SPECTACULAR SPIDER-MAN EXHALES IT WITH ALL HIS MIGHT DEEP INTO THE LUNGS OF HIS UNCONSCIOUS FRIEND...

C'MON, DOC-- BREATHE!

TIME AFTER TIME, THE WALL-CRAWLER REPEATS THE PROCESS, FIGHTING THE PANIC THAT RISES WITHIN HIM!

SLOW AND STEADY! BREATHE IN, BREATHE OUT! I'M NOT GONNA LET YOU DIE, DOC!

YOU HEAR ME? I'M NOT GONNA LET YOU DIE!!

FINALLY...

DOC CONNORS! YOU'RE ALIVE!!

T-THANKS TO YOU, SPIDER-MAN...

AS THE NEW DAY DAWNS, TWO TIRED FORMS HELP EACH OTHER TO THEIR FEET...

C'MON, DOC! I'LL HELP YOU HOME!

IMAGINE THE TIME WE'RE GOING TO HAVE EXPLAINING *THIS* TO MY WIFE!

BUT, IN AN ABANDONED AUTO BODY SHOP ON A SEEDY DOWNTOWN STREET AS YET UNILLUMINATED BY THE RISING SUN, A FEARSOME CONCLAVE HAS MET TO PLOT NEW NIGHTMARES FOR OUR WONDROUS WEB-SLINGER!

I ASSUME I'VE PROVEN MY POWER SUFFICIENTLY! NOW, GENTLEMEN--

--MAY WE PROCEED WITH THE MORE PRESSING BUSINESS AT HAND?

THE COMPLETE AND UTTER DESTRUCTION OF OUR MUTUAL ENEMIES, ***SPIDER-MAN*** AND THE ***FANTASTIC FOUR***, BY THE ALL-NEW, ALL-POWERFUL...

FRIGHTFUL FOUR!

YEAH! MAYBE THIS TIME WE REALLY GOT A CHANCE OF WINNIN'!

WE WILL BE INVINCIBLE!! FOR WHO CAN STAND AGAINST THE COMBINED MIGHT OF THE WINGLESS ***WIZARD***, THE SINISTER ***SANDMAN***, THE TERRIBLE ***TRAPSTER***... AND THE AWESOME ***ELECTRO***?!?

WHAT ARE WE WAITING FOR? LET'S GET STARTED!

MEANWHILE, WEB-SLINGING HIS WEARY WAY HOME...

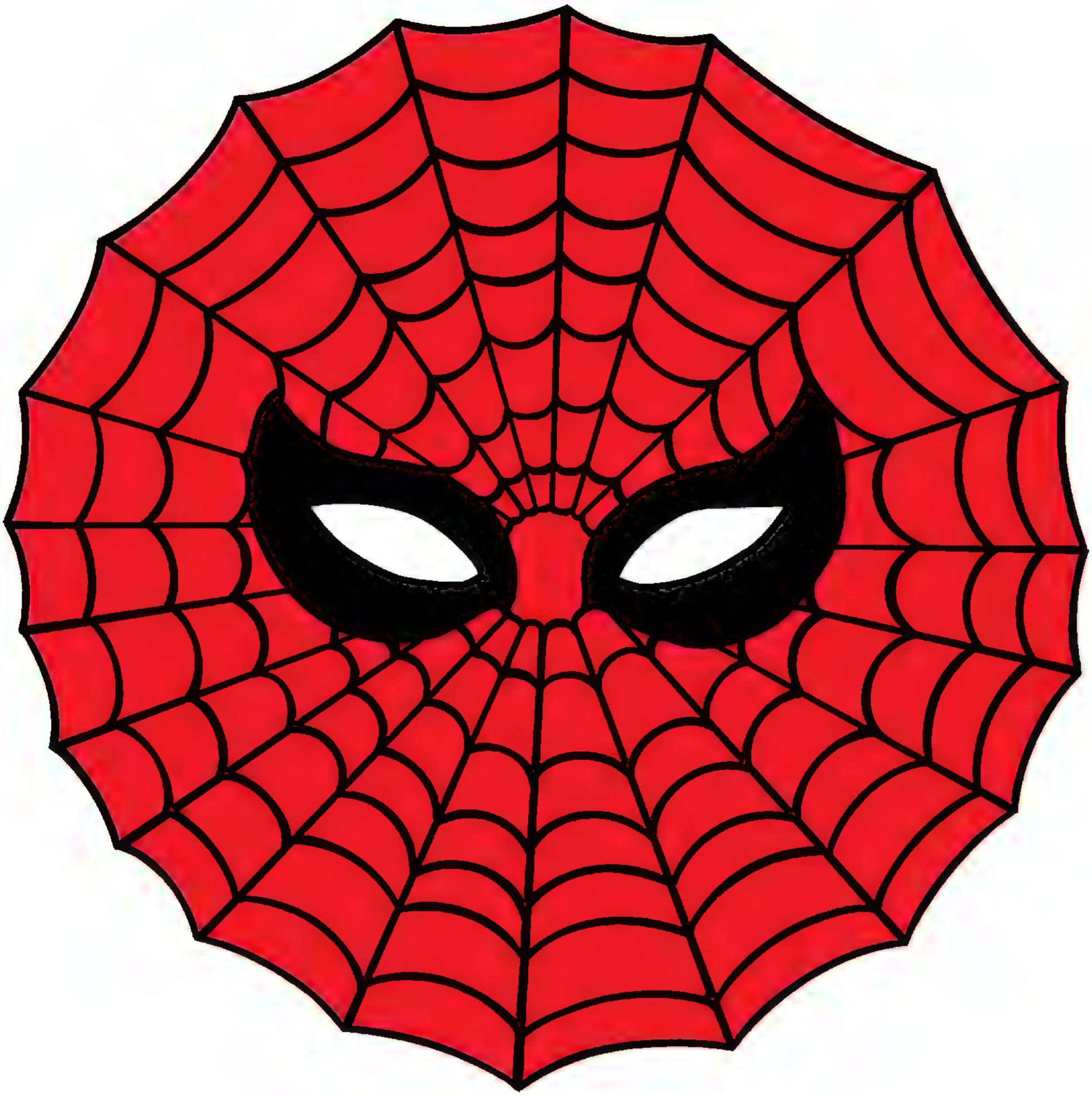
CURT CONNORS SEEMS STILL CURED OF BECOMING THE LIZARD, AND I'M BACK TO NORMAL!

THE NIGHTMARE'S FINALLY OVER! NOW MAYBE I CAN GET SOME SLEEP!

REST WHILE YOU MAY, SPIDER-MAN, FOR SOON YOU MUST FACE...

THE MACABRE MENACE OF METEOR MAN

...AND THEN FEAR FOLLOWS IN THE FOOTSTEPS OF THE FRIGHTFUL FOUR!



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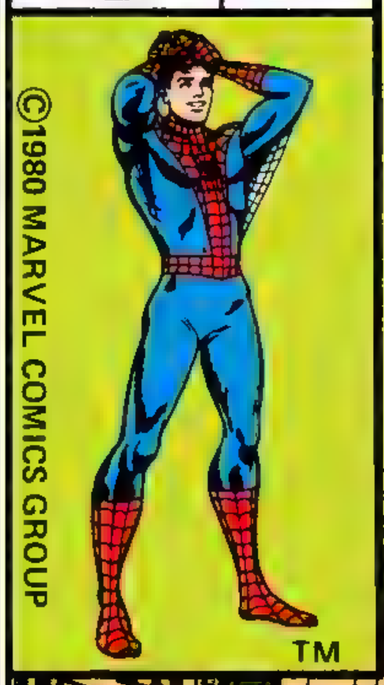

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

JOINS FORCES WITH GIANT-MAN™

MILGROM/RUBINSTEIN

MEET METEOR-MAN... BIGGER THAN *BOTH* OF THEM AND LOTS *LOTS* NASTIER!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!®

TOM DeFALCO guest writer • JIM MOONEY artist • JOHN COSTANZA letterer • BEN SEAN colorist • DENNIS O'NEIL editor • JIM SHOOTER editor-in-chief

SHEESH! NEW YORK COULDN'T BE ASKED FOR A BRISKER, NICER EVENING-- AND I GOTTA WASTE IT WALL-CRAWLING ACROSS THE EMPIRE STATE UNIVERSITY TO DELIVER A FURSHLUGGINER *BIO-CHEM* PAPER!

BUT I SHOULDN'T *COMPLAIN!* WITH MY LUCK, I COULD BE IN A DARK ALLEY GETTING MY *FUSES BLOWN* BY SOME HYPERACTIVE *WACKO!*

STILL, AFTER TWELVE HOURS BEHIND THE *TYPEWRITER,* I'D ALMOST RATHER FACE A HORDE OF MY OLD SUPER-FOES THAN ANOTHER SHEET OF EATON'S CORRASABLE BOND...

...ALMOST, BUT NOT *QUITE!*

METEOR MADNESS!

LF652

ACTUALLY, I'D BE HOME SNORING TO DREAMS OF CHARLIE'S ANGELS BUT THE UNIVERSITY IS HOSTING A SYMPOSIUM ON *ALTERNATIVE ENERGY SOURCES*-- AND I WANT TO CATCH A FEW LECTURES!

BESIDES, PROF. SLATTERY'S PAPER IS LONG OVERDUE...

ENERGY FOR TOMORROW

NUCLEAR ENERGY: A BALANCED VIEW

Doctor William Foster of STARK INTERNATIONAL AT Starkett Hall

MICROWAVES A PRACTICAL EXHIBIT

at the CAM COLIS

...AND MY FINAL DEADLINE WAS *FOUR HOURS* AGO!

THE PROF'S OFFICE IS ON THIS FLOOR!

CLINGING NOISELESSLY TO THE CEILING, THE AMAZING SPIDER-MAN SLOWLY MAKES HIS WAY DOWN THE LONG CORRIDOR...

OH, NO! IT'S SLATTERY-- AND HE'S READING THE PAPERS!

GOTTA BE VERY QUIET! THERE'S A LIGHT ON IN THE OFFICE AHEAD!

SWELL! I NEED BIO-CHEM TO KEEP MY *STUDENT-TEACHER* STATUS! WITHOUT A GOOD MARK ON THIS PAPER, MY ACADEMIC CAREER IS OVER!

EVER SO SILENTLY, THE WEB-SPINNER SLITHERS INTO THE SMALL OFFICE...

I CAN'T LET ALL MY COLLEGE YEARS, MY HOPES, MY DREAMS-- GO DOWN THE DRAIN WITHOUT DOING *SOMETHING!*

PETER PARKER'S PAPER SLOWLY DESCENDS ON A GLISTENING STRAND OF WEBBING...

CAN'T EVEN BREATHE! IF I SHOULD MISS THAT PILE OF *PAPERS*-- OR IF HE SHOULD LOOK *UP*--!

I--I DID IT! HE WAS SO INTENT ON HIS WORK, HE NEVER *BUDGED!* BUT I'D BETTER SPLIT BEFORE MY NERVES SHAKE ME OFF THE *CEILING* AND INTO HIS *LAP!*

A STICKY PAPER? YOUNG PARKER MUST BE A GUM-CHEWER... *REVOLTING!*

MOMENTS LATER...

MY HEART'S STILL BEATING LIKE A *JACKHAMMER!*

GOTTA CHANGE INTO MY *CIVVIES* AND LET MY NERVES SETTLE DOWN!

HEY! WHAT'S THE *RUCKUS* OUTSIDE?

EEEEEEEE

SIRENS!

SOME CLOWN PROBABLY REPORTED MY WALL-SCALING TO CAMPUS *SECURITY!*

NO *WONDER* I FEEL PERSECUTED --EVERYONE *IS* OUT TO GET ME!

NO-- THOSE RENT-A-COPS HAVE *ANOTHER* DESTINATION IN MIND!

CAMPUS POLICE

THEY COULD BE RESPONDING TO ANYTHING FROM AN OVERZEALOUS PANTY RAID TO A RIOT IN THE DEAN'S OFFICE!

I MIGHT AS WELL SEE WHAT'S GOING *ON!*

THIRTY SECONDS LATER, THE SECURITY CAR ARRIVES AT THE E.S.U. COLISEUM! TEMPORARILY CLOSED, THIS MASSIVE STRUCTURE CURRENTLY HOUSES AN EXHIBITION DEVOTED TO THE APPLICATIONS OF MICROWAVE ENERGY...

LOOK AT THE SIZE OF THE HOLE!

THIS AIN'T YOUR EVERY-DAY CAMPUS VANDALISM!

GO EASY, BARRY! NO TELLIN' WHAT'S WAITING FOR US IN THERE!

NO SWEAT, MAN! I WANTA COLLECT MY PENSION TOO!

QUIETLY AND CAUTIOUSLY, THE SECURITY MEN ENTER!

THEY DO NOT LEAVE IT THE SAME WAY...

FOOLS! YOUR GUNS ARE NO MATCH FOR MY AWESOME STRENGTH! I'LL SMASH YOU AS EASILY AS I DID THIS WALL THROUGH WHICH I ENTERED!

AND, INSIDE THE COLISEUM...

THOSE LACKEYS! HOW DARE THEY INTERRUPT ME?

I AM THE METEOR MAN--AND I NEED NOT SUFFER SUCH IMBECILIC BEHAVIOR! I, WHOSE GREAT STRENGTH COMES FROM A METEOR!

EXHIBIT #12

HERE, AMONG THESE MICROWAVE ENERGY-POWERED EXHIBITS...HERE, I SHALL FIND THE COMPONENTS WHICH WILL INCREASE MY ALREADY INCREDIBLE MIGHT AND MAKE ME...INVINCIBLE!

FOR TOO MANY YEARS LESSER MEN HAVE SCORNED ME, BELITTLING MY ACHIEVEMENTS-- BUT NEVER AGAIN!

THERE! THAT IS THE EXACT COMPON-ENT WHICH I SEEK!

ONCE IT IS IN MY GRASP, MY OMNIPOTENCE SHALL BE ASSURED!

SORRY, BUNKY! IN CASE YOU HAVEN'T READ THE COLISEUM'S PR BROCHURE, TOUCHING THE EXHIBITS IS A NO-NO!

ARGH! SPIDER-MAN-- YOU?!

PWAK

NORTON G. FESTER, I HAVEN'T SEEN YOU IN MANY A MOON!

* THEY MET LAST IN MARVEL TEAM-UP #34.--DEN.

OF ALL THE SUPER-HEROES, WHY DO YOU ALWAYS PLAGUE ME?

I DREW YOUR NAME IN A LOTTERY!

CRETIN! I'LL BROOK YOUR TAUNTS NO LONGER!

NOT WHEN I CAN EFFORTLESSLY RIP THIS MICRO-WAVE TRANSMITTER FROM THE FLOOR...

...TO HURL AT YOU!

CAN'T AVOID IT-- GOTTA ROLL WITH IMPACT OR BE CRUSHED!

THUNK

UGGG!!!

MEANWHILE, ACROSS THE CAMPUS, DEAN MONTESI IS PROUDLY INTRODUCING A GUEST SPEAKER...

...DR. WILLIAM FOSTER, THE FAMED BIO-CHEMIST FROM STARK INTERNATIONAL, WHO WILL SPEAK ON THE REAL AND IMAGINED DANGERS OF NUCLEAR ENERGY!

JUST THEN, THE BACK DOORS TO THE LECTURE HALL SPRING OPEN...

HEY, EVERYBODY! SPIDER-MAN'S AT THE CAMPUS COLISEUM!

A LECTURE OR A FIGHT? THE CAREFREE COLLEGE STUDENTS DO NOT HESITATE TO MAKE THE OBVIOUS SELECTION...

WA-HOO!

HURRY! THE COPS ARE BLOCKING OFF THE AREA!

WHILE IN THE AUDITORIUM...

OH, MY! DR. FOSTER, PLEASE EXCUSE...

DR. FOSTER? WHERE--?

OUTSIDE...

HATE TO SKIP MY OWN LECTURE, BUT SPIDER-MAN MAY NEED HELP!

NOT FROM WILLIAM BARRETT FOSTER, PhD-- BUT FROM HIS AGONIZING ALTER EGO... GIANT-MAN!

EVEN AS BILL FOSTER RACES TOWARD THE SITE OF THE DISTURBANCE, THE METEOR MAN CONTINUES HIS TERRIFIC ONSLAUGHT...

IN THE PAST--YOU HAVE BADGERED ME! BUT TONIGHT I STAND ON THE THRESHOLD OF INVINCIBILITY-- AND YOU SHALL NOT STOP ME!

FESTER, YOU'RE SICK... YOU NEED HELP!

WHO AM I KIDDING? I'M THE ONE IN TROUBLE! CAN'T TAKE MUCH MORE OF THIS POUNDING!

A TWELVE FOOT FIGURE CHOOSES THAT PRECISE MOMENT TO MAKE HIS DRAMATIC ENTRANCE...

PUT THAT MAN DOWN ...VERY GENTLY!

A--A GIANT???

CRETIN, I FEAR NO MAN! IF YOU WANT SPIDER-MAN--

YOU SHALL HAVE HIM!

WHOW!

SO GREAT IS THE IMPACT THAT BOTH HEROES SPRAWL THE LENGTH OF THE COLISEUM!

FOR A BRIEF MOMENT, SILENCE HAUNTS THE EXHIBITION HALL. THEN, SLOWLY AND PAINFULLY, GIANT-MAN FINDS HIS FEET...

STAY DOWN, FOOL! THOUGH YOU TOWER ABOVE ME, I'LL SEE YOU DEAD!

MAYBE...

BUT I'VE GOT TO TRY AND FLATTEN YOU... GOT TO PROVE THAT GIANT-MAN IS NO SECOND-STRINGER!

YOU DARE ATTACK ME?

DON'T--!

BUT SPIDER-MAN'S DESPERATE PLEA IS LOST AS...

HE--HE KNOCKED ME THROUGH THE WALL...

KWASH!

ENOUGH! MY REAL MISSION AWAITS!

METEOR-MIND JUST SWIPED A MICROWAVE GENERATOR FOR PARTS-- NOW HE'S SPLITTING!

I'M TOO GROGGY TO FOLLOW, BUT I CAN PLANT A TRACER ON 'EM!

HOWEVER, OUTSIDE...

THE POLICE-- SWARMING ABOUT ME!

HEY, HE'S ACTIVATING SOMETHING!

MERELY MY HELIUM BALLOON... WHICH MAKES ALL YOUR PETTY EFFORTS TO ENSNARE ME QUITE LAUGH-ABLE!

CAN'T RISK A SHOT... THE CROWD MIGHT PANIC!

WHILE BELOW...

MY BODY FEELS LIKE A *TACKLING DUMMY* FOR THE *PITTSBURGH STEELERS!* HOW'RE *YOU?*

BETTER, THANKS! YOU'RE *BLACK GIANT-MAN,* RIGHT?

ACTUALLY, I WAS "*BLACK GOLIATH*", BUT I CHANGED IT TO GIANT-MAN!

WELL, YOU CAN CALL ME "*JAY*"... OR YOU CAN CALL ME "*RAY*"...

GUESS IT *IS* CONFUSING! COULD YOU USE AN ASSIST ON YOUR PLAYMATE?

I NEVER SAY NO TO A *GIANT.*

YET, HE'S ALWAYS GOTTEN OFF ON *METEORS!* I DON'T SCAN THIS *MICRO-WAVE* BIT!

THOSE PAPERS HE DROPPED MAY EXPLAIN!

I'M NO *ENGINEER,* BUT THESE LOOK LIKE PLANS FOR SOME KIND OF *TRANSMITTER!*

UH, OH! *COMPANY!*

STAY *PUT!* YOU TWO HAVE *QUESTIONS* TO ANSWER!

SORRY, SERGEANT, BUT WE HAVE A SUPER-POWERED *SICKO* TO SUBDUE! *COMING, G.M.?*

JUST AS SOON AS I FREE THIS TALL WHOSIT FROM THE DEBRIS...

'CAUSE IT'S JUST THE RIGHT SIZE TO POLE-VAULT ME OVER THE POLICE AND BEHIND THE CROWD!

STOP THEM!

HOW? WE'LL NEVER GET THROUGH THIS *CROWD!*

SOMETIME LATER...

ACCORDING TO THESE PAPERS, FESTER PLANS TO INCREASE HIS STRENGTH *TONIGHT*-- BUT HIS FIGURES DON'T RING TRUE! I'M *LOST* WITHOUT MY POCKET CALCULATOR! HOW'S *YOUR* MATH?

NOT BAD! BEHIND MY SLANG, A FEW *SCIENCE* DEGREES LURK!

HOO BOY! THESE EQUATIONS ARE PURE *FANTASY!*

WE'LL REFRESH HIS BASIC *ALGEBRA* AFTER WE FIND HIM!

IF HE DOESN'T *KILL* HIM-SELF FIRST!

SOON...

WE MAY HAVE TO SCOUR THE ENTIRE *CITY*, BUT WE'LL GET HIM!

SPIDEY SEEMS SO CAREFREE!

WISH I HAD HIS *CONFIDENCE* ...HIS *TIME!*

MEANWHILE...

HELL'S KITCHEN--! MY PEERS AND COLLEAGUES *TORMENTED* ME HERE--HELD MY SCIENTIFIC THEORIES TO PUBLIC *RIDICULE!*

BUT THIS NIGHT A *GOD* SHALL BE BORN IN HELL!

LANDING GENTLY ATOP THE ABANDONED BUILDING HE OPENS THE ROOFTOP DOOR AND PROCEEDS ONE FLIGHT DOWN TO...

MY LABORATORY-APARTMENT!

MY *METEORS!* MY PRECIOUS METEORS, YOU WHO GAVE ME *LIFE!*

SOON THAT LIFE WILL BE ENHANCED BEYOND *MEASURE!*

WE SHALL BE AS ONE! *ONE!*

"I NEVER DREAMED I WOULD REACH THIS PINNACLE! ONCE, I WAS A FAILURE! THEN, ONE DAY IN THE MOUNTAINS, I SAW A METEOR FALL... AND MY LIFE WAS FOREVER CHANGED...

IT'S JUST THE TYPE I'VE BEEN SEEKING! NOW I'LL BE ABLE TO PROVE THAT METEORS CONTAIN MICRO-SCOPIC LIVING MATTER!

"SINCE I FLUNKED SCIENCE IN SCHOOL, NO ONE WOULD FUND MY EXPERIMENTS...

BAH! I HAVE AS MUCH CHANCE AS ANYONE ELSE TO DISCOVER THE SECRETS OF THE UNIVERSE!

"BUT...

I'VE STRUCK A GAS POCKET... CAN'T BREATHE!.

"I WOKE TO DISCOVER...

THE METEOR GAS AFFECTED ME! MY STRENGTH HAS BEEN MULTIPLIED MANY TIMES!

"SO, I SOUGHT NEW METEORS TO FURTHER INCREASE MY POWER, BUT THERE WERE COMPLICATIONS... SPIDER-MAN FOR ONE... *

* SPIDER-MAN #36. -- DAUNTLESS DENNY.

"ALWAYS, THERE WERE THOSE WHO ATTEMPTED TO DENY ME WHAT WAS RIGHTFULLY MINE..."

BUT THAT'S ALL IN THE PAST! FOR NOW, MY HOUR HAS COME!

MANY RESTLESS HOURS LATER...

AT LAST! MY SPIDER-SENSE IS TINGLING! FESTER'S NEARBY!

BETTER LEAVE A WEB-MARKER FOR GIANT-MAN!

THE VIBRATIONS ARE GETTING STRONGER-- COMING FROM THAT DESERTED TENEMENT!

SPIDEY'S SIGNALLING ME TO PARK THE CAR!

I DON'T GET IT! FESTER'S DELIBERATELY PUTTING HIS LIFE IN JEOPARDY! ME, I'M DYING... SLOWLY... OF RADIATION POISONING, AND I'D DO ANYTHING FOR ANOTHER CHANCE!

UH, OH! THE WEB-WEAVER'S ENTERING THAT BUILDING!

MANAGED TO PRY OPEN A BOARDED WINDOW AND SLIP INSIDE!

SPIDER-SENSE IS FLIPPING OUT! METEOR MAN'S IN THE NEXT ROOM-- GOT TO SPRING IN AND STUN 'IM!

GREETINGS, BUNKY! I...

WHAT THE--? HE'S GLOWING!

ARACHNID, YOU'RE MUCH TOO LATE! THE TRANSFORM-ATION PROCESS HAS ALREADY BEGUN!

HAVE TO HIT *HARD* AND *FAST* TILL I LEARN THE SCORE!

FOOL! YOUR FAMED AGILITY *PALES* BESIDE MY WONDROUS *STRENGTH!*

=UNNNN= IS HE GETTING TALLER OR HAVE MY *BRAINS* BEEN SCRAMBLED?

MY POWER INCREASES WITH EACH PASSING *MOMENT!*

WOK!

EVEN AS WE SPEAK, THE RAW ENERGY DEEP WITHIN MY PRECIOUS METEORS IS BEING TRANSMUTED INTO *MICROWAVES*-- WHICH ARE TRANS-MITTED DIRECTLY TO MY NERVOUS SYSTEM!

FESTER, THE *DANGER--!*

NEGLIGIBLE! MY BASIC DESIGNS WERE STOLEN FROM AN OLD COPY OF *POPULAR MECHANICS!*

CAN'T *ARGUE* WITH SUCH LOGIC! GOT TO SPRING WHILE HIS *BACK'S* TURNED!

YOU'VE RECOVERED-- SO *SOON?*

GOOD LORD! HE IS GETTING BIGGER BY THE SECOND! HIS POWER PACK-- IF I CAN JUST...

NO! RELEASE MY ANTENNA--

--OR SUFFER THE DIRE CONSEQUENCES!

KWAK

=UGGG= MY *SHOULDER--!*

JUST THEN...

SO! THE OTHER BUNGLER JOINS THE FRAY!

WHA--? YOU BEEN TAKING VITAMINS, SUCKER? YOU'LL NEED 'EM!

WRENCHED MY SHOULDER-- MAY BE SPRAINED OR DISLOCATED!

I KNOW WHEN I'M OUTCLASSED!

GIANT-MAN SEEMS ANXIOUS TO PROVE SOMETHING! HE CAN HAVE FESTER-- WHILE I TAKE THE MACHINE!

BUT...

CAN'T GET NEAR IT-- ENERGY BACKLASH BATTERING ME-- CAN'TTTT...

WHILE...

CAN YOUR PUNY MIND CONCEIVE THE SIGNIFICANCE OF THIS MOMENT?

WOW! THE MOTHER'S STILL GROWING-- RIGHT THROUGH THE BLASTED ROOF! WHAT'D I GET INVOLVED IN?

INGRATE! RUFFIAN! A MAN IS BECOMING A GOD BEFORE YOUR VERY EYES!

HE-HE'S CRAZY! YET, HE LIFTED ME AND SLAMMED ME LIKE I WAS SOME CRUMMY DOLL!

BUT, GIANT-MAN ISN'T ANYONE'S PLAYTHING!

I'M MAKING MY STAND-- HERE AND NOW!

THEN THE TIME HAS COME FOR YOU TO DIE!

THE THREAT OF DEATH HAS BEEN MY CONSTANT COMPANION FOR TOO LONG -- IT HOLDS NO FEAR FOR ME!

A PITY! I HAD HOPED TO HEAR YOU BEG FOR MERCY!

THOUGH YOU PUMMEL ME WITH ALL YOUR MIGHT, YOUR EFFORT IS WASTED!

"BESIDES, MY STRENGTH IS ALSO INCREASING IN PROPORTION TO MY BODY! YOU'RE DOOMED!"

PHOK

UFFF HE'S RIGHT -- BUT I WON'T GIVE UP!

MUST BE A WAY TO WIN!

I CAN MENTALLY CONTROL MY SIZE... MAYBE I CAN THROW HIM OFF BY ALTERNATING BETWEEN TWELVE AND THIRTY FEET -- MAYBE I CAN SCORE A LUCKY SHOT --

ONE STORY BELOW...

THAT TRANSMITTER'S HISSING AND CRACKLING LIKE AN OLD RADIATOR! SHE'S OVERLOADING!

MY HEAD... SHOULDER -- GOT TO SHUT OUT THE PAIN AND GET UPSTAIRS!

COULD SWING UP THROUGH THE HOLE IN THE CEILING, BUT I DON'T WANT TO LAND IN THE CENTER OF A DONNYBROOK!

THIS WAY I CAN SNEAK UP ON FESTER AND...

EXCELLENT! SPIDER-MAN, YOU ARE JUST IN TIME TO WITNESS YOUR COMRADE'S EXECUTION!

YOURS WILL FOLLOW!

WHOA!

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=UGG= TRAPPED AT TWELVE FEET! CAN'T CHANGE SIZE--OR HE'LL CRUSH ME LIKE A FLEA!

I AM POWER INCAR-NATE!

"NO! HE TORE THROUGH MY WEBBING LIKE IT WAS TISSUE PAPER!"

SNAP!

YOU CANNOT ANGER ME, INSECT! A GOD IS *ABOVE* SUCH PETTY CONCERNS!

WRONG, FESTER! YOU'RE *SMALL!* YOU'LL *ALWAYS* BE SMALL! ALL THE METEORS IN THE *UNIVERSE* CAN'T CHANGE THAT!

THAT ANTENNA--IF I CAN BREAK ITS CONNECTION-- STOP HIS *POWER FLOW*...

BUT I WILL HAVE *VENGEANCE* FOR YOUR SACRILEGE!

HE SLAMMED GIANT-MAN INTO ME--WE'RE GOING OVER THE *LEDGE!*

THE BIG GUY'S *STUNNED!* I *HAVE* HIM-- BUT THE SHOULDER'S *KILLING* ME!

HAVE TO FORM A WEB-CUSHION... BUT GIANT-MAN'S TOO BIG HE'LL NEVER SURVIVE THE FALL--AND NEITHER WILL *I* IF I KEEP HANGING ON!

PLEASE, MAN! WAKE UP! THE GROUND'S RUSHING AT US!

I SHOULD LET YOU GO, BUT I CAN'T! I *CAN'T!*

THE GROUND SPEEDS EVER CLOSER, UNTIL...

=UNNN= WIND BEATING AT ME? FALLING--? MUST *SHRINK!*

LIMP! LAND LIMP!

KA-BLA!

...GOT AS SMALL AS I-- COULD!

:ARRGH: COULDN'T YOU MAKE THE PADDING THICKER?

YOU'RE LUCKY TO BE ALIVE!

SPIDEY, THAT EXPLOSION--?

FESTER'S TRANSMITTER!

"IT WAS CHANNELING TOO MUCH UNSTABLE POWER! FESTER SHOULD BE EXPERIENCING A LITTLE FEEDBACK ABOUT NOW..."

IIYEEE! WHA-WHAT'S HAPPENING?

MY BODY IS AFLAME WITH AGONY-- BUT GODS AREN'T SUPPOSED TO FEEL PAIN!

LOOK! HE'S BLASTING OFF-- TAKING TO THE SKY LIKE A...

BLAMM

HE... EXPLODED!

HE MAY HAVE BEEN A MADMAN--

--BUT NO ONE DESERVES TO DIE BEFORE HIS TIME!

DON'T SAY IT! IT'S TOO CORNY...

C'MON-- G.M., LET'S CALL IT A NIGHT!

NEXT: AT LAST--! THE FRIGHTFUL FOUR!

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42 MAY 02199

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

ZECK/RUBINSTEIN

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!®

BILL MANTLO WRITER • MIKE ZECK ARTIST • JIM MOONEY INKER • I. WATANABE, LETTERS JANICE COHEN, COLORS • JIM SHOOTER EDITOR-IN-CHIEF

IT FIGURES! THE NIGHT OF THE EMPIRE STATE UNIVERSITY BOAT RIDE UP THE HUDSON, AND PETER PARKER GETS STUCK IN TRAFFIC!

CIRCLE LINE

I HAD TO GET OFF THE BUS, CHANGE INTO MY SPIDEY DUDS AND WEB IT TWENTY BLOCKS UPTOWN!

CIRCLE LINE

BUT THERE'S THE CLASS NOW... GETTING READY TO BOARD!

GIVE ME LIBERTY OR GIVE ME DEATH!

AS THE WALL-CRAWLER DROPS TOWARD THE ANCHORED CRAFT, CERTAIN MEMBERS OF THE **ESU** GRADUATE WONDER AT HIS ALTER-EGO'S ABSENCE...

PETE'S LATE! WHAT CAN BE KEEPING HIM?

WHO **CARES?** MR. PARKER HAS A KNACK FOR IGNORING SCHEDULES.

WHY ARE YOU ALWAYS SO **DOWN** ON PETE, MARCY? WHAT'S HE EVER DONE TO **YOU?**

MARCY CAN DISLIKE PETE ALL SHE **WANTS,** AS LONG AS SHE KEEPS **AWAY** FROM HIM! I THINK HE'S **CUTE!**

PHILIP CHANG

MARCY KANE

STEVE HOPKINS

DR. MORRIS SLOAN

CURT CONNORS

DEBRA WHITMAN

WELL, WE CAN'T WAIT ANY LONGER! LET'S GET ABOARD!

I **MADE** IT, WITH SECONDS TO SPARE!

WHRUMP!

DID YOU HEAR **THAT,** LIKE SOMEBODY **FALLING?**

MUST'VE BEEN THE BOAT BUMPING AGAINST THE DOCK, STEVE.

MOVE ALONG, GENTLEMEN.

AT THAT MOMENT, ON THE BOAT'S ROOF...

IT'S A GOOD THING THIS IS A NIGHTTIME CRUISE! I'D NEVER BE ABLE TO CHANGE UNSEEN UP HERE IN BROAD DAYLIGHT!

BUT SOMEDAY I'VE GOTTA DREAM UP A BETTER SYSTEM FOR CARRYING MY CIVVIES THAN IN A WEB-PACK...

OR ELSE PETER PARKER'LL HAVE TO SWITCH TO PERMANENT-PRESS!

OH, WELL-- THE WRINKLES WILL GIVE MARCY KANE SOMETHING NEW TO DERIDE ME FOR!

HERE GOES! WE'RE CASTING OFF!

I SHOULDA STAYED HOME AND WORKED TONIGHT! ANOTHER DEADLINE SHOT!

UNSEEN, PETER PARKER DROPS TO THE UPPER DECK.

WHERE, MOMENTS LATER, HE LOCATES AND GREETS HIS FELLOW TEACHING ASSISTANTS AND GRADUATE STUDENTS...

PETE! HEY, MAN, IT DIDN'T LOOK LIKE YOU WERE GONNA **MAKE** IT!

AND THEN THERE WERE THOSE OF US WHO **HOPED** YOU WOULDN'T.

IT'S GOOD TO SEE YOU, PETE!

WELL, I GUESS I SHOULD BE GRATEFUL FOR A WARM RECEPTION FROM TWO OUT OF THREE!

YOU SHOULD ALSO TRY EXPLAINING JUST **HOW** YOU GOT ABOARD, MR. PARKER, SINCE THE GANGPLANK WAS DRAWN UP FIVE MINUTES AGO!

GANGPLANK? ER--THAT IS--I...

PARKER! GLAD YOU COULD MAKE THE CRUISE, LAD!

DOC CONNORS! BOY, AM I GLAD TO SEE YOU!

ESPECIALLY SINCE THE DISTRACTION WILL ENABLE ME TO AVOID ANSWERING MARCY'S QUESTION!

THUS, AMIDST CALUMNY AND CAMARADERIE, THE GRADUATE CLASS OF **ESU** CELEBRATES ITS TRIMESTER BREAK...

AMERICAS' FAVORITE BOAT RIDE

CIRCLE LINE

...SINGING AND DANCING ON THE DECKS, MARVELING AT THE MANHATTAN SKYLINE, OR MERELY LEANING AGAINST THE SIDE WATCHING THE COOL WATERS CARRY THEM TOWARD FAR-OFF LIBERTY ISLAND.

OTHERS ARE **ALSO** MOVING TOWARD MISS LIBERTY...

HEY, **WIZARD!** HOW DO I GET MORE **SPEED** OUTTA THIS THING?

WHAT'S YOUR HURRY, SANDMAN?

YEAH, WE'VE GOT THE WHOLE NIGHT AHEAD OF US!

CUT THE MOTOR! DRIFT IN FROM HERE!

GOOD! SO SOUNDLESS WAS OUR APPROACH THAT THE LIBERTY ISLAND NIGHTWATCH IS AS YET UNALERTED TO OUR PRESENCE!

ALL THE SAME, I'LL STAND GUARD!

THAT LEAVES US TO MOOR THE RAFT AN' GET THE EQUIPMENT ASHORE, SPARKS!

I DIDN'T JOIN THE FRIGHTFUL FOUR TO DO MANUAL LABOR, SANDMAN! WHY ISN'T THE **WIZARD** HELPING!

THIS IS A COOPERATIVE EFFORT, ELECTRO! NOW QUIT COMPLAIN-IN' AN' **LIFT!**

SUDDENLY...

FOOLS! YOUR BICKERING JEOPARDIZES OUR MISSION!

SEEK COVER! THE NIGHT-WATCH IS UPON US!

WITH PRACTICED PRECISION, THE CRIMINAL QUARTET MERGES WITH THE SHADOWS.

COULDA **SWORE** I SAW SOME-THING MOVING OVER THIS WAY, ROY!

FLASH YOUR LIGHT OVER THE WATER, EARL!

HOLY--! A **RAFT!** SOMEBODY'S ON THE ISLAND WITH-OUT AUTHORIZATION, ALL RIGHT!

THAT RAFT COULDN'T HOLD TOO MANY! STILL, IT WOULD ONLY TAKE ONE NUT WITH ENOUGH EXPLOSIVES TO BLOW UP THE "GREEN LADY"!

DESTROY THE STATUE OF LIBERTY? BUT-- WHY??

WE'D BETTER GET BACK AND ALERT THE ***COAST GUARD! WE'RE*** NOT EQUIPPED TO--! EH!

I'M GUNNING THE ENGINE, EARL... ***BUT WE'RE NOT GOING ANY-WHERE!!***

YOU'RE RIGHT! WE SEEM TO BE SKIDDING IN--

SAND, PAL! HARD TA GET ANY TRACTION WHEN MY BODY KEEPS SLIPPIN' OUT FROM UNDER YER WHEELS!

T-THE ***SANDMAN!*** ***BLAST HIM!***

NOW THAT'S DOWNRIGHT ***UNSOCIABLE,*** COPPER--

--AN' DON'T THINK MY PARTNERS ARE GONNA LET YOU GET AWAY WITH IT!

PARTNERS?

SOME KIND OF ***PASTE*** JAMMING THE BARRELS OF OUR GUNS!

A-AND NOW THE JEEP IS FLOATING UP OFF THE GROUND!

COMPLIMENTS OF THE ANTI-GRAVITY DISCS OF THE WING-LESS WIZARD!

NOW SIT BACK AND ***RELAX,*** OFFICERS! YOU'RE ONLY GOING FOR A SHORT... SPIN!

YEEEOWW!

GET READY, ELECTRO! YOU'RE ***NEXT!***

I DON'T NEED TO BE REMINDED TO MY DUTIES, TRAPSTER!

THEN ***PERFORM*** THEM, ELECTRO! WE'VE SEEN YOU DISPLAY YOUR POWERS, BUT NEVER ON AN ACTUAL MISSION! NOW IS THE TIME! I'VE SAVED THE ***COUP DE GRACE*** FOR YOU!

I DON'T LIKE THE FEELING THAT I'M ON ***TRIAL,*** WIZARD!

FZAP!

BUT THEN, I DON'T MIND LIVIN' UP TO THE P.R. THAT MADE ELECTRO A LEGEND, EITHER!

EXCELLENT! YOU HAVE SHOCKED THEM INTO UN-CONSCIOUSNESS!

YEAH, THEY WON'T BE CAUSING ANY MORE TROUBLE --THEY'LL BE OUT FOR ***HOURS!***

BAH! I COULD HAVE DONE AS WELL WITH MY PASTE!

OR ME WITH MY SAND! YOU MAY BE HOT STUFF, ELECTRO, BUT NOW YOU'RE JUST ONE-QUARTER OF THE FRIGHTFUL FOUR!

REMEMBER THAT, AN' STAY IN LINE --OR YOU'LL HAVETA ANSWER TO THE REST OF US!

EYEING EACH OTHER RESENTFULLY, THE FOUR SUPER-VILLAINS ADVANCE ON FORT WOOD...THE ANCIENT BASE OF THE STATUE OF LIBERTY!

MEANWHILE, THE SAME BREEZES THAT CARESS THE FAMED STATUE ALSO WASH THE DECK OF THE CIRCLE LINER--AND PETER PARKER...

NOW MATTER HOW I TRY TO IGNORE IT, MARCY'S CONTEMPT FOR ME IS GETTING ME DOWN!

WHAT *IS* IT WITH HER? SHE'S GOT BRAINS, LOOKS...AND A TONGUE LIKE AN ASP!

CIRCLE Pier

I DON'T EVEN KNOW WHY I PAY ATTENTION TO HER. MAYBE I'M ATTRACTED TO HER? AM I *THAT* LONELY SINCE MARY JANE AND I BROKE UP?

PETE?

OH, HI DEBRA. I DIDN'T HEAR YOU COME UP.

NO, YOU LOST IN THOUGHT. WRESTLING WITH THE GREAT RIDDLES OF SCIENCE?

DON'T KID YOURSELF, DEB. I WASN'T SOLVING ANY GREAT PROBLEMS PLAGUING THE ADVANCE OF BIOCHEMISTRY.

I'M LUCKY IF I CAN SOLVE MY OWN PERSONAL PROBLEMS HALF THE TIME!

STILL, I'VE *WATCHED* YOU, PETE! YOU'RE A BRILLIANT STUDENT! A GREAT TEACHING ASSISTANT.

YOU'VE SO MUCH TO LOOK FORWARD TO FOR THE REST OF YOUR LIFE. AND ME, I'M ONLY DR. SLOAN'S *SECRETARY.* MAYBE IF I'M LUCKY I'LL GO FROM A TYPING POOL TO A SUBURBAN SWIMMING POOL COMPLETE WITH A HUSBAND AND 2.5 KIDS.

HEY, DEB--COME ON! YOU'VE GOT MORE ON THE BALL THAN *THAT!* THERE'S DIFFERENT TYPES OF SMART--YOU'VE GOT THE *COMMON SENSE* KIND! YOU'RE RATING YOURSELF TOO *LOW,* LADY!

I-I WISH I COULD *BELIEVE* THAT, PETE.

AND SOMEHOW, WHEN YOU SAY IT, I ALMOST *DO.*

HEY, WAIT! WHAT AM I DOING? DO I WANT TO GET INVOLVED WITH SOMEBODY SO SOON? DEBRA IS CUTE, FUNNY AND I *DO* LIKE HER, BUT...

OH, NO! HE COULDN'T! NOT *NOW!*

SPIDER-MAN URGENT WE MEET HUMAN TORCH

PETER, WOULD-- WOULD YOU HOLD ME? PLEASE?

P-PETER??

H-HE'S GONE! I'VE DRIVEN AWAY WITH MY INSECURITY LIKE ALL THE OTHERS! WHY CAN'T I BE *STRONGER,* MORE *SURE* OF MYSELF?

WHY CAN'T I MAKE IT ON MY OWN WITHOUT LOOKING FOR *SOMEONE* TO *LEAN* ON?

BUT, AS A TORMENTED DEBRA WHITMAN RACES FOR THE POWDER ROOM TO HIDE HER TEARS--

--AN EQUALLY DISCONSOLATE PETER PARKER SWINGS UNSEEN TO THE CIRCLE LINER'S ROOF...

OF ALL THE ROTTEN THINGS TO DO TO A NICE KID LIKE DEBRA! PARKER, YOU SHOULD BE SENT TO "DEAR ABBY" AS A PRIME EXAMPLE OF A *HEEL!*

STILL, THAT **WAS** THE TORCH'S SIGNAL FROM ATOP THE STATUE OF LIBERTY--OUR TRADITIONAL MEETING PLACE! HE WOULDN'T CONTACT ME UNLESS IT WAS AN EMERGENCY!

I'D BETTER STASH MY PETER PARKER DUDS IN THIS VENT!

AND, IF THE TORCH NEEDS HELP, I'D BETTER MAKE SURE I'M *PREPARED!*

FIRST, EXTRACT FRESH WEB-CARTRIDGES FROM MY BELT!

AND INSERT INTO THE WEB-SHOOTERS ON MY WRISTS!

MASK AND GAUNTLETS COMPLETE THE TRANSI-TION FROM PETER PARKER TO THE SPECTACULAR SPIDER-MAN--

--AND I'M READY FOR ACTION!

TOO FAR TO WEB-SLING OVER TO LIBERTY ISLAND--

THWIP!

--BUT THAT CONVENIENTLY PASSING TUGBOAT SHOULD SERVE AS A SWINGING-OFF POINT!

AND AWA-A-AY I GO!

WHOOPS! UNDERESTIMATED THE DISTANCE TO SHORE! WEB-LINE'S TOO **SHORT!** I'M GONNA DROP...

...INTO THE DRINK!

SPLASH!

PFFAAUGH! THIS STUFF TASTES WORSE THAN DE-HYDRATED SOUP MIX! I HOPE THE **TORCH** ISN'T WATCHING! I'D HATE FOR HIM TO SEE REINFORCE-MENTS COMING PADDLING UP TO SHORE!

SCALING THE SEAWALL, SPIDER-MAN IS STOPPED SHORT BY THE SIGHT OF...

A FLOATING JEEP AND TWO KAYOED COPS? **WEIRD!**

BUT THOSE TWO OFFICERS DON'T SEEM TO BE IN ANY IMMEDIATE DANGER!

I'LL LET THEM SLEEP IT OFF WHILE I LOCATE THE TORCH!

WHO, UNLESS SOMETHING'S HAPPENED TO HIM SINCE HE BLAZED HIS MESSAGE ACROSS THE SKY, SHOULD BE WAITING FOR ME AT OUR USUAL MEETING-PLACE...

ATOP LADY LIBERTY'S TORCH!

ABOVE, PERCHED OUTSIDE ON THE HEAD OF THE STATUE, A CRIMINAL COVENANT PREPARES FOR SPIDER-MAN'S ARRIVAL...

OUR FLAME MESSAGE IS FADING FROM THE SKY, WIZARD! YOU WANT I SHOULD RE-WRITE IT WITH THE FLAME-THROWER?

NO, MY INFORMATION IS THAT SPIDER-MAN ALWAYS HEEDS THE TORCH'S SIGNAL IF HE IS ANYWHERE NEARBY!

BESIDES, AN "EMERGENCY MESSAGE" WRITTEN *TWICE* WOULD ONLY SERVE TO AROUSE HIS SUSPICIONS!

I GUESS I'D BETTER GET READY, THEN! YOU SURE THIS COSTUME IS **SAFE**, WIZARD? I DON'T WANNA END UP **FRIED!**

REST ASSURED, THE COSTUME'S INTERIOR LINING IS FLAMEPROOF, ELECTRO!

ONLY ITS EXTERIOR WILL BURST INTO FLAMES AT A FLICK OF THE CONTROL DISCS ON ITS BELT, CREATING THE ILLUSION THAT *YOU* ARE THE HUMAN TORCH!

YEAH, BUT DO YOU REALLY THINK SPIDER-MAN'LL BE **FOOLED?**

HE COMES EXPECTING A FRIEND, NOT A FOE! THE COSTUME AND YOUR OWN POWERS SHOULD FOSTER THAT ILLUSION...

UNTIL THAT WEB-SLINGIN' SUCKER'S TOO FAR INTO OUR TRAP TO BACK **OUT!** C'MON, LET'S GET READY!

AS THE FRIGHTFUL FOUR CONCEAL THEMSELVES...

I'M GETTING CLOSE!

BUT STILL NO SIGN OF THE **TORCH!**

HEY, **WEBHEAD!** UP HERE!

TORCH! I SAW YOUR SKY-WRITTEN SUMMONS, FELLA! WHAT'S THE EMERGENCY? IT'D BETTER BE GOOD, STORM-- YOU DRAGGED ME AWAY FROM AN EXTREMELY LONELY LADY!

OH, IT'S GOOD, ALL RIGHT!

COSTUME MUFFLES MY VOICE, BUT TO PLAY IT SAFE I'D BETTER KEEP MY DIALOGUE TO A MINIMUM!

STAY THERE, SPIDER-MAN! I'LL COME TO **YOU!**

IT'S A SIMPLE MATTER TO DESCEND ALONG LADY LIBERTY'S ARM BY USING THE POWER OF THE ELECTRIC CABLES WHICH RUN INSIDE THE STATUE!

SOMETHING ODD ABOUT THE WAY JOHNNY'S FLYING. HE DOESN'T SEEM HIMSELF! BUT THAT'S **NUTS!** WHO COULD IMITATE THE TORCH'S FLAME??

WHOA! NUTS OR NOT, MY **SPIDER-SENSE** JUST KICKED INTO HIGH GEAR!

THAT WASN'T FLAME THAT STRUCK AT ME-- IT WAS A **LIGHTNING BOLT!** THERE'S ONLY TWO GUYS I KNOW OF CAPABLE OF THAT KIND OF ATTACK, AND THE **SHOCKER** IS STILL IN PRISON!

NICE TRY, ELECTRO-- BUT NO CIGAR!

YOU AVOIDED MY ATTACK! BUT THAT'S **IMPOSSIBLE!** HOW COULD YOU HAVE **KNOWN--?!**

BZZITT!

MEANING ONLY ONE THING-- **DANGER!**

THAT SINKS IT! WHOEVER THAT IS FLAMING DOWN ON ME ISN'T THE HUMAN TORCH!

YOU--YOU KNOW?!?

SURE, SHOCKS! THOSE LIGHTNING BOLTS OF YOURS ARE LIKE ***FINGERPRINTS!*** THEY BELONG TO NOBODY BUT YOU!

BUT YOU DREW ME AWAY FROM WHAT MIGHT HAVE BEEN THE START OF SOMETHING ***SPECIAL!***

SO NOW, IF YOU DON'T MIND, I'LL JUST TAKE MY ***LEAVE!***

SPIDER-MAN SWUNG AROUND THE STATUE'S ARM--AND ***VANISHED!*** I'D BETTER WARN THE OTHERS!

OTHERS? MAYBE IT WASN'T SUCH A GOOD IDEA TO AVOID A FIGHT BY DUCKING INTO THIS OBSERVATION DECK IN LIBERTY'S TORCH!

BUT I NEVER FIGURED A ***LONER*** LIKE ELECTRO TO BE WORKING IN A GROUP...

...NOT AFTER I WHIPPED HIM, THE VULTURE, SANDMAN, KRAVEN, MYSTERIO AND DOC OCK ALL TOGETHER A COUPLE OF YEARS BACK!*

SHEESH! IF I'M UP AGAINST THE SINISTER SIX AGAIN, THIS IS GONNA BE SOME LONG NIGHT!

*AMAZING SPIDER-MAN ANNUAL #1.--DENNY.

SO FAR, SO GOOD! HALFWAY DOWN THE STAIRWAY INSIDE LADY LIBERTY'S ARM AND NOT A SIGN OF A BAD GUY! MAYBE ELECTRO WAS BLUFFING?

UH-OH! THERE GOES MY SPIDER-SENSE AGAIN, AND I JUST NOTICED THE STEPS ARE COVERED WITH...

YOU WALKED RIGHT ***INTO*** THIS ONE, WEB-SLINGER!

SWOK!

WHAT ARE YOU TALKIN' ABOUT, WALL-CRAWLER! THE SINISTER SIX WAS STRICTLY A ONE-SHOT DEAL!

YEAH, PUNK! YOU'RE DEALING WITH A GROUP THAT'S GOT AN ESTABLISHED REP NOW!

SANDMAN! THEN I ***AM*** UP AGAINST THE SINISTER SIX!

TRAPSTER?

NO, WAIT! DON'T *TELL* ME! SUDDENLY EVERYTHING'S BECOMING CRYSTAL CLEAR!

MY PASTE-GUN!!

YOU'VE REPLACED *MADAM MEDUSA* WITH *ELECTRO*, RIGHT? I'VE BEEN SUCKERED BY THE *FRIGHTFUL FOUR!*

RIGHT ON THE SECOND COUNT--BUT WAY OFF ON THE *FIRST! ELECTRO'S* REPLACED THE *BRUTE!**

WITH THE ADDITION OF *MY* POWERS WE'VE BECOME *INVINCIBLE!*

SO WHY PICK ON *ME?* I THOUGHT YOU GUYS DIDN'T LIKE THE *FANTASTIC FOUR!*

LOOK OUT, HE'S--! UNGHH!

RIGHT AGAIN! THE *FF* ARE *NEXT!* BUT FIRST, TWO OF US HAVE SCORES TO SETTLE WITH *YOU!*

*SEE *FF* #178:-- DEN.

SWELL! I'M OUT MINDING MY OWN BUSINESS WHEN I'M PICKED ON BY OLD ENEMIES OUT TO PROVE THEIR *MANHOOD*--

--BY COLLECTIVELY SQUASHING A SPIDER-MAN!

AND, WITH THEIR COMBINED POWERS, THEY MIGHT JUST STAND A CHANCE OF PULLING IT *OFF!*

BUT I'M GONNA *FOOL* THEM! INSTEAD OF FIGHTING BACK--

--I'M GONNA GET THE HECK OUT OF HERE!!

FZAP!

HEY! I'M LEAVING, GUYS! I'M NOT MAD AT ANYBODY!

BUT, BEFORE SPIDER-MAN CAN ESCAPE--

I'M AFRAID YOU AREN'T GOING ANYWHERE, WALL-CRAWLER!

THAP!

SOMETHING STRIKING--ADHERING TO MY BACK?! FORGOT I'M FIGHTING A FOURSOME, AND THE MISSING MEMBER HAS FINALLY DECIDED TO PUT IN AN APPEARANCE!

IT'S THE WIZARD, AND HIS ANTIGRAV DISCS ARE LIFTING ME INTO THE AIR!

NOW, FOOLS! STRIKE WHILE SPIDER-MAN HOVERS HELPLESSLY!

AW, C'MON, WIZARD!

HAVEN'T YOU EVER HEARD OF MY ABILITY TO CLING TO ANY SURFACE?

EXCEPT WHEN THE PULL OF GRAVITY'S SO STRONG THAT IT NEGATES THAT ABILITY... LIKE NOW!

SO MAYBE I'D BETTER STOP FIGHTING AND GO WITH THE FLOW--USE MY UPWARD MOMENTUM AND MY WEB-LINE TO BRING ME RIGHT AT THE WIZARD!

HUH? I-I'M BEING PROPELLED AWAY INSTEAD!

OF COURSE! I FORGOT THAT FOR EVERY ACTION THERE'S AN EQUAL AND OPPOSITE REACTION! BY FIRING MY WEB-SHOOTERS I'VE LAUNCHED MYSELF BACK TOWARD...

...THE SANDMAN!

KPOW!

I'VE BEEN WAITIN' FOR YOU TO SET YOURSELF UP LIKE THAT-WALL-CRAWLER--SO I MADE MY HAND ROCK-HARD TO GIVE YOU A SMASHIN' RECEPTION!

THAT ONE ROCKED ME *GOOD!* I-I'M GOING DOWN FOR THE COUNT! BUT MAYBE IF I'M REAL *LUCKY*--

--THE *TORCH* WILL HAVE SEEN THAT PHONY MESSAGE IN THE SKY AND COME CHARGING TO THE RESCUE!

WISHFUL THINKING, SPIDER-MAN...

AWRIGHT! WE *GOT* THE PUNK NOW!

TRAPSTER, BIND SPIDER-MAN WITH YOUR PASTE-GUN!

IT'LL BE A *PLEASURE!*

PASTE'S ALREADY *HARDENING*-- PINNING MY ARMS AND LEGS!

LET'S BRING THE WALL-CRAWLER BACK DOWN TO EARTH AN' GIVE HIM WHAT HE *DESERVES!*

DON'T *PLAY* WITH HIM, SANDMAN! FINISH HIM *OFF* WHILE HE'S HELPLESS!

I'VE WAITED *YEARS* FOR THIS DAY!

YOU AIN'T THE *ONLY* ONE, ELECTRO! THIS WEB-SLINGIN' WIMP HAS CAUSED ME ALMOST AS MUCH GRIEF AS THE FANTASTIC FOUR! I'M GONNA KILL HIM!

NO, *WAIT!*

WAIT? WHAT, ARE YOU TURNIN' *CHICKEN??*

NO, I JUST WANT TO SEE **WHO** I'M BUMPING OFF! FIND WHAT'S **WITH** THIS BLASTED MASK? IT WON'T COME OFF!!

T-TRAPSTER'S PASTE IS HOLDING IT ON...!

TRAPSTER, YOU IDIOT! **DISSOLVE** THIS STUFF! **FORGET** THE STINKIN' MASK! I ONLY TAKE ORDERS FROM THE **WIZARD!**

WHEN WE'RE DONE PULVERIZIN' THE WEB-SLINGER WE CAN JUST TEAR IT OFF HIS **CORPSE!**

BLOODTHIRSTY BOORS! THE TRAPSTER DID AS I **BADE** HIM, INSURING THAT SPIDER-MAN WOULD BE UNABLE TO CRY OUT A WARNING--

--WHEN, REVERSING THE TRICK THAT LURED THE WALL-CRAWLER INTO OUR CLUTCHES, ONE OF US POSES AS **SPIDER-MAN** TO ENTRAP THE UNSUSPECTING **FANTASTIC FOUR!**

A **GOOD** PLAN!

I LIKE IT! **I LIKE IT!**

AN' THEN WE KILL 'EM **ALL!**

MY SPIDER-SENSE ALERTED ME TO ELECTRO'S "HUMAN TORCH" DISGUISE, BUT THE **FF** WILL BE CAUGHT TOTALLY **OFF-GUARD** BY MY IMITATOR-- AND IN THAT INSTANT THEY'LL BE **CREAMED** BY THE **FRIGHTFUL FOUR!**

BILL

TO BE CONTINUED IN...

Fantastic Four #218!

DON'T MISS IT, ACTION LOVERS!

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THE FRIGHTFUL FOUR HAVE SIGNED UP 2 NEW MEMBERS ELECTRO AND SPIDER-MAN!

IT'S THE BATTLE ROYAL WITH THE FRIGHTFUL FOUR!

MILGROM/SINNOTT

Reed Richards! Ben Grimm! Sue Richards! Johnny Storm! Together they braved the unknown terrors of outer space and were changed into something more than human! MR. FANTASTIC! THE THING! THE INVISIBLE GIRL! THE HUMAN TORCH! And now the world will never again be the same!

Stan Lee PRESENTS: THE FANTASTIC FOUR!®

BILL MANTLO CO-OPTED WRITER | JOHN BYRNE & JOE SINNOTT ARTISTS IN RESIDENCE | JIM NOVAK, LETTERER BEN SEAN, COLORIST | JIM SALICRUP EDITORIAL TENANT | JIM SHOOTER SUPERINTENDENT

IMPORTANT NOTE: THIS ISSUE IS THE CATACLYSMIC CONCLUSION TO THE TALE BEGUN IN PETER PARKER, THE SPECTACULAR SPIDER-MAN #42, WHICH YOU CAN CATCH ON SALE NOW!

THE STORM HAS LASHED MANHATTAN WITH ITS FURY FOR HOURS. IT IS NOT A NIGHT FOR VISITING.

NONETHELESS, THE FAMOUS OCCUPANTS OF THE BAXTER BUILDING ARE ABOUT TO RECEIVE A GUEST!

THIRTY-THREE FLOORS! I'M ALMOST TO THE FANTASTIC FOUR'S LIVING QUARTERS!

WHEN A SPIDER-MAN CALLS!

LFS7

AS THE FAMILIAR FIGURE IN THE COLORFUL COSTUME CONTINUES HIS CLIMB UP THE SIDE OF FF HEADQUARTERS --

--HIS PAINSTAKING PROGRESS IS OBSERVED BY A TERRIBLE TRIO IN AN AMAZING ANTIGRAVITY CRAFT SOUNDLESSLY HOVERING ABOVE!

HE'S MOVIN' AROUND TO THE SIDE, TRYIN' TO FIND THE RIGHT WINDOW!

NOT POSSESSING A SCHEMATIC LAYOUT OF FANTASTIC FOUR HEADQUARTERS, HE WILL HAVE TO RELY ON A VISUAL SIGHTING!

HOPEFULLY BEFORE HIS PRESENCE IS DETECTED--

--BY REED RICHARDS' ALARM SYSTEMS! I CAN'T UNDERSTAND WHY THEY HAVEN'T REACTED TO ME YET!

NOT THAT I'M COMPLAINING! THE LONGER I CAN GO UNDETECTED--

--THE LESS CHANCE ANY OF THE FANTASTIC FOUR WILL HAVE OF SEEING THROUGH MY BLUFF!

AND ABOARD THE HOVERCAR OF THE RECENTLY REUNITED FRIGHTFUL FOUR...

THE TRAPSTER'S ALMOST AS GOOD AT SCALIN' WALLS AS YOU ARE, PUNK! 'COURSE, YOU DO IT NATURALLY, WHILE HE'S GOTTA USE SUCTION-GRIPS...

BUT CHANCES ARE THE FF AIN'T GONNA NOTICE THE DIFFERENCE--NOT 'TIL IT'S TOO LATE!

MMMM-FFF!

IS THE WEB-SLINGER TRYING TO TALK BACK TO YOU, SAND-MAN?

SOUNDS LIKE IT, ELECTRO!

LET'S HEAR HIM WISE-OFF WITH A FISTFUL OF SAND IN HIS FACE!

SANDMAN'S TRANSFORMED ARM SMASHES AT SPIDER-MAN WITH THE IMPACT OF A SAND-BLASTER...

SENDING HIM REELING INTO UNCONSCIOUSNESS EVEN AS HIS FADING MEMORY HANGS ONTO IMAGES FROM EARLIER THIS EVENING...

SPIDER-MAN URGENT WE MEET HUMAN TORCH

WHEN HE'D LEFT HIS COLLEGE CLASS DURING AN EVENING CRUISE TO HEED A FLAMING MESSAGE URGENTLY ASKING HIM TO MEET THE HUMAN TORCH ATOP THE STATUE OF LIBERTY--

--ONLY TO FIND HE'D BEEN LURED INTO A TRAP BY ELECTRO, POSING AS THE HUMAN TORCH, AND ELECTRO'S NEW COMRADES IN CRIME... THE FRIGHTFUL FOUR!

NOW, WITH HIM SAFELY UNDER GUARD AND UNABLE TO SOUND A WARNING, THE EVIL FF ARE COUNTING ON SPIDER-MAN'S FRIENDSHIP WITH THE TORCH--

--TO GAIN ACCESS TO THE BAXTER BUILDING VIA THE TRAPSTER...

...CONVINCINGLY DISGUISED AS THE WONDROUS WALL-CRAWLER!

THE HOVERCAR'S MOVING OFF! I'M ON MY OWN NOW! STILL CAN'T FIGURE WHY I HAVEN'T SOUNDED AN ALARM YET...!

AH, THERE'S THE TORCH --SLEEPING LIKE A LAMB! IT'S ALMOST A WASTE OF TIME TO WAKE HIM UP--

--WHEN OUR PLAN CALLS FOR PUTTING HIM RIGHT BACK TO SLEEP... PERMANENTLY!

TAP TAP

MAYBE I SHOULD TAP LOUDER? HE DOESN'T SEEM TO HEAR...

MEEEEEEE--

ZSTROH

--YOWWW!!

ELECTRIC SHOCK BLASTED ME AWAY FROM THE WINDOW! I'M FALLING! GONNA DIE!

NO! CAN'T PANIC! WHAT WOULD THE REAL SPIDER-MAN DO?

FIRE HIS WEB-SHOOTERS, THAT'S WHAT!

SNIP

THWIP

THWAP

MY PASTE-COATED SUCTION-PLUNGER'S HOLDING--NOT AS SECURELY AS SPIDER-MAN'S WEBBING WOULD, BUT GOOD ENOUGH--

--THAT I CAN SWING BACK TO THE SIDE OF THE BAXTER BUILDING AND GET A FOOTHOLD AGAIN! JEEZ, THAT WAS CLOSE!

WHAT IN BLAZES IS GOING ON OUT--? OH, SPIDER-MAN! WHAT'S UP, WEB-HEAD?

THIS A SOCIAL CALL, OR ARE YOU OUT FOR A MIDNIGHT SWIM?

IT'S HIM-- THE TORCH-- AND HE HASN'T SEEN THROUGH MY DISGUISE!

THE FIRST HURDLE'S PASSED! NOW COMES THE HAIRY PART! LUCKILY THIS MASK MUFFLES MY VOICE AS THE REAL SPIDER-MAN'S MASK DOES HIS!

HI, STORM! I THOUGHT I SHOULD GET IN TOUCH WITH YOU!

IT COULDN'T WAIT UNTIL MORNING, I SUPPOSE?

NOW TO TELL IT TO HIM LIKE THE WIZARD TOLD IT TO ME!

UNH-UH! I WAS SUMMONED TO OUR TRADITIONAL MEETING PLACE AT THE STATUE OF LIBERTY TONIGHT BY SOMEONE IMITATING YOUR FLAME POWERS!

WHA-A-ATT?!

IT WAS ELECTRO! HE'S TEAMED UP WITH YOUR OLD PLAYMATES, THE FRIGHTFUL FOUR!

I BUSTED OUT OF THEIR TRAP-- BARELY! BUT I HEARD THEM SAY THAT, AFTER THEY FINISHED ME OFF, THEY WERE GUNNING FOR THE FF!

SOUNDS SERIOUS! ALL RIGHT, JUST LET ME GET INTO COSTUME!

THIS IS IT! HE'S TURNED HIS BACK TO ME!

DON'T BOTHER GETTING DRESSED, STORM, YOU AIN'T GOING NOWHERE!

SWOK

HUHNNGHHH...!?

PLEASANT DREAMS, YOU FLAMING FREAK! HEY! THAT WAS EASIER THAN KNOCKING OFF DUCKS IN A SHOOTING GALLERY!

ALL I GOTTA DO IS BIND AND GAG STORM WITH MY "WEB-SHOOTERS", THEN IT'S ON TO PHASE TWO!

FINDING AND ELIMINATING HIS UNSUSPECTING PARTNERS!

LAUGHING TO HIMSELF, THE TRAPSTER CRAWLS OUT ALONG THE CEILING--

INTO A CORRIDOR THAT ENDS AT THE FF'S GYMNASIUM WHERE, AT THAT MOMENT...

GOTTA ADD MORE WEIGHTS! THIS IS TOO EASY!

IT-- IT'S HIM! THE *THING!*

NOW TO TAKE CARE OF HIM AND THEN SHUT DOWN THE DEFENSE SYSTEMS AND LET MY TEAMMATES IN! HEY!

THAT PANEL GIVES ME AN IDEA!

SECONDS LATER...

HUH? MY HOMEMADE BULLWORKER JUST GOT A FEW POUNDS HEAVIER! WHAT--?

I'VE GOTTA APPROACH HIM THE WAY SPIDER-MAN WOULD!

NOT WHAT, ROCKHEAD! WHO!

SPIDER-MAN!

BEAUTI-FUL! HE'S STARING RIGHT AT ME--

--OR, RATHER, RIGHT INTO THE BEAM OF MY "SPIDER-SIGNAL"!

MY EYES! CAN'T SEE!

THAT'S THE IDEA, YOU ORANGE-SKINNED ORANGUTAN!

THWUMP

WALL-CRAWLER, HAVE YOU GONE NUTS? YOU'VE BLINDED ME! I'M DROPPIN' MY WEIGHTS!

TOO BAD YOU'RE NOT STANDING UNDER THEM, IDIOT!

IT WOULD HAVE MADE POLISHING YOU OFF THAT MUCH EASIER!

NOT THAT IT'S GOING TO BE ALL THAT DIFFICULT OFFING A SIGHTLESS LUMMOX WHO CAN'T EVEN SEE WHAT HE'S FLAILING AT!

WHUMP!

WHY ARE YOU--? U-UNLESS, YOU AIN'T THE WALL-CRAWLER?!

I WOULDN'T HAVE CREDITED YOU WITH ENOUGH BRAINS TO FIGURE THAT OUT, GRIMM! NO, I'M NOT SPIDER-MAN!

SURELY YOU REMEMBER YOUR OLD FOE? THE *TRAPSTER*?!

MANUAL SECURITY OVERRIDE

HE'S COMING AT ME, LURED BY BY THE SOUND OF MY VOICE--

--RIGHT INTO POSITION!

JUST STAY RIGHT WHERE YOU ARE, TRAPSTER! BLIND OR NOT, I CAN STILL--

STRA-

ZAM!

PERFECT! BY SMASHING THE CIRCUITRY BEHIND THAT PANEL, THE BIG GORILLA NOT ONLY KNOCKED OUT THE BAXTER BUILDING'S SECURITY SYSTEMS, BUT HIMSELF AS WELL!

NOW TO SIGNAL THE OTHERS!

SOON, ON THE ROOF OF FF HEADQUARTERS...

THE TRAPSTER'S DONE IT! THE FF'S DEFENSE SYSTEMS ARE SHUT DOWN!

I DIDN'T THINK HE'D BE ABLE TO PULL IT OFF!

AND I KNEW HE WOULD, PROVIDING HE FOLLOWED MY INSTRUCTIONS! ELECTRO, SHORT-CIRCUIT THE LOCKS ON THE ROOF DOORS, SO WE MAY GAIN ENTRY!

MEANWHILE, IN THE LIVING CHAMBER OF READ AND SUE RICHARDS, THE DISTAFF MEMBER OF THE FANTASTIC FOUR ARISES FROM HER BED AND...

REED MUST STILL BE WORKING!

THAT MAN! HE'S PROBABLY REPAIRING THE COMPUTERS DAMAGED BY DR. SUN!

I'D BETTER GO REMIND HIM OF HIS HUSBANDLY DUTIES!

MMMMFF!

A GROAN -- FROM JOHNNY'S ROOM! MAYBE MY KID BROTHER'S HAVING A BAD DREAM --?

JOHNNY!

MMM-MMFFF!

BOUND -- IN PASTE, THE TRAPSTER'S FAVORITE WEAPON!

THAT MEANS WE'RE UNDER ATTACK BY THE *FRIGHTFUL FOUR!*

THAT'S THE LONG AN' SHORT OF IT, SISTER!

THAT GIANT HAND, GRABBING FOR ME -- IT CAN ONLY BELONG TO THE SANDMAN!

BUT I THOUGHT WE DEFEATED HIM*!

*SEE F.F. ANNUAL #15 --JIM.

SORRY, SANDMAN! I'M AFRAID YOUR REACH EXCEEDS YOUR GRASP!

AND YOUR GRASP CAN BE BUSTED OPEN BY AN EXPANDING INVISIBLE FORCE SPHERE!

I COULDN'T HOLD HER!

THERE SHE GOES -- TURNING INVISIBLE!

STUPID DAME! MAYBE WE CAN'T SEE *HER*, BUT WE CAN'T HELP BUT SEE HER NIGHTDRESS!

MY --! OH, NO! I FORGOT I WASN'T IN COSTUME!

AND, NOT MADE OF UNSTABLE MOLECULES, MY NIGHTDRESS DOESN'T TURN INVISIBLE WHEN I DO!

OHHHHH...!

ZAP

WATCH! YOU ALL WANTED TO SEE WHAT ELECTRO COULD BRING TO THE FRIGHTFUL FOUR!

WELL, I'M CREATING AN ELECTROMAGNETIC STORM AROUND THE INVISIBLE GIRL--

--CARBONIZING THE AIR AND IMPRISONING HER WITHIN A SHEATH OF ROCK-HARD, ELECTROCARBON ATOMS!

EXCELLENT, ELECTRO!

I'M GLAD YOU LIKED MY PLAN TO TURN SUSAN RICHARDS INTO A LIVING STATUE!

SO WHAT IF IT WAS YOUR IDEA!

AS THE SUPER-POWERFUL OUTLAWS BICKER, LET US TURN OUR ATTENTION TO THEIR ORIGINAL CAPTIVE, THE AMAZING SPIDER-MAN--

--STILL PASTE-SHACKLED, A PRISONER, ON THE DECK OF THE WINGLESS WIZARD'S HOVERCAR!

THE FRIGHTFUL FOUR ARE SO SURE I'M HELPLESS--

--THAT THEY'VE LEFT ME UNGUARDED WHILE THEY TACKLE THE FF!

AND MAYBE THEY'RE RIGHT! I HAVEN'T BEEN ABLE TO BUST FREE OF THE TRAPSTER'S PASTE BONDS...!

HEY! MAYBE WHAT SHEER MUSCLEPOWER CAN'T ACCOMPLISH, THE FORCE OF GRAVITY CAN!

ELBOWING THE CONTROLS, SPIDER-MAN REVERSES THE POLARITY OF THE HOVER-CAR AND LUNGES OVERBOARD AS THE GRAVITY-POWERED CRAFT BEGINS ITS SLOW DESCENT TOWARD THE ROOF..

RAPIDLY INSERTING HIMSELF BETWEEN THE DROPPING HOVERCAR AND THE ROOF'S SURFACE!

THIS MAY BE THE DUMBEST STUNT I'VE EVER PULLED! THE GRAVITATIONAL PRESSURE IS INTENSE!

BUT I'M HOPING IT CRACKS THE TRAPSTER'S PASTE, BEFORE IT CRUSHES ME!

AS SPIDER-MAN CARRIES OUT HIS DESPERATE BID FOR FREEDOM, REED RICHARDS, LEADER OF THE FANTASTIC FOUR, WORKS INTENTLY IN HIS LABORATORY, OBLIVIOUS TO THE DANGER BEHIND HIM...

THIS IS IT! NO MORE NEED FOR MY SPIDER-MAN DISGUISE!

HE WON'T EVEN KNOW WHAT HIT HIM!

LOOK AT THE WIZARD GLOAT! HE'S WAITED YEARS FOR THIS!

BUT THEN, AIN'T WE ALL?

TURN, REED RICHARDS!

TURN AND FACE THOSE WHO WILL DESTROY YOU!!

EH?

ZZRAK

WHOM

FWAT

ZZRAM

UNNGGHHH!

SAVED FROM SERIOUS HARM BY HIS QUICK REFLEXES AND HIS PLIABLE FORM, MR. FANTASTIC SPRINGS INTO ACTION!

THE FRIGHTFUL FOUR, WITH ELECTRO, THEIR NEWEST MEMBER! THEY MUST HAVE BREACHED THE TEMPORARY ALARMS WHILE I WAS REPAIRING OUR DAMAGED DEFENSE SYSTEMS!

AND IF THEY'VE COME THIS FAR, THEY MUST HAVE ALREADY ENCOUNTERED SUE, BEN AND JOHNNY!

YOUR PARTNERS HAVE FALLEN, RICHARDS! YOU ARE THE LAST! AND MY ANTI-GRAVITY DISCS WILL EASILY RESTRAIN YOU!

NO GOOD, WIZARD! LUCKY FOR YOU THE SANDMAN'S ON THE JOB!

IT'S UP TO ME TO MAKE THE FANTASTIC FOUR'S LAST STAND!

PINNED YA! JUST HOLD THAT POSE, RICHARDS--

--WHILE THE TRAPSTER MAKES IT PERMANENT!

FUNNY, EVERYBODY LAUGHED WHEN I USED TO CALL MYSELF ***PASTE-POT PETE!*** THE WEAPON'S THE SAME...

BUT NOBODY LAUGHS AT THE TRAPSTER!

THE TRAPSTER'S PASTE EXPANDS AS I DO! I CAN'T STRETCH FREE!

AND NOW HE'S GLUING ME TO THE COMPUTER CONSOLE!

I MAY NOT HAVE YOUR GENIUS FOR STRATEGY, WIZARD, BUT I'VE BEEN IN THIS BUSINESS LONG ENOUGH--

--TO KNOW WHAT'LL HAPPEN TO AN ENEMY STUCK TO A SUPER-CONDUCTIVE MASS OF MACHINERY!

YEEAGGHHH!!

STUNNED BY A NEAR-LETHAL JOLT OF ELECTRICITY CONDUCTED THROUGH HIS OWN COMPUTERS, REED RICHARDS BLACKS OUT...

AND THAT'S WHEN THE ROOF FALLS IN...

KK-STRAMM!

SPIDER-MAN?! CRASHING THROUGH THE CEILING ?!!

YOU LEFT YOUR HOVER-CAR PARKED UPSTAIRS WITH THE MOTOR RUNNING, WIZARD!

I THOUGHT I'D RETURN IT AND HELP YOU CONSERVE ENERGY! SAY, WHY ARE YOU SCOOTING OFF? AREN'T YOU APPRE-CIATIVE?

THIS WASN'T SUPPOSED TO HAPPEN! I HADN'T PLANNED ON SPIDER-MAN FREEING HIMSELF!

WELL, YOU KNOW WHAT THEY SAY, WIZ! THE BEST LAID PLANS OF MICE AND MEN, ETCETERA!

STOP! YOU'RE UNBALANCING MY FLIGHT GYROS!

OH, MERCY ME! WHY DON'T YOU ASK YOUR FRIGHT-FUL FRIENDS TO GIVE YOU A HAND?

I'LL GIVE YOU A FIST, WALL-CRAWLER! WHA--?! MISSED!

I'LL BLAST HIM OUT OFF THE AIR, SAND-MAN!

ELECTRO, NO! NOT WHILE HE'S STEERING ME TOWARDS THE--

--WALL--

AAGHH!!

LOOKS LIKE YOU'VE JUST FLASH-FRIED YOUR LOVABLE LEADER, SPARKS!

HUH? SPIDER-MAN LEAPED CLEAR--GROUNDING THE WIZ AGAINST THE WALL!

IDIOT! YOU COULDA HAD HIM!

WHAT DO YOU THINK I AM TRAPSTER? A V-8?

YOU AGAIN, SANDMAN? ALL RIGHT, I STILL HAVEN'T FORGOTTEN WHEN YOU KICKED SAND IN MY FACE!

YOU WON'T EVEN BE RECOGNIZABLE WHEN I GET THROUGH WITH YOU, WEB-SLINGER!

SO I THINK I'LL GET EVEN BY KICKING MY FACE THROUGH YOUR SAND!

FWOOPH

SPIDER-MAN SCATTERED THE SAND-MAN'S SANDY BODY ALL OVER THE MACHINERY -- DAMPING THE CURRENT ELECTRO SENT THROUGH IT TO STUN ME!

STRAK

STROK

STRAK

THUS WEAKENING THE STRENGTH OF THE TRAPSTER'S PASTE!

FOR THE LUVVA HEAVEN -- MISTER FANTASTIC IS FREE, TOO!

THERE'S STILL FOUR OF US TO TWO OF THEM!

LOOK AGAIN! THE WIZARD'S HAD IT!

WE DON'T NEED THE WIZARD! IT WAS HIS "GENIUS" THAT GOT US INTO THIS MESS!

WE'D BETTER START COUNTING ON OUR OWN SUPER-POWERS TO GET US OUT!

WHY NOT? THEY AIN'T NEVER LET ME DOWN!

AND, AS FAR AS I'M CONCERNED, OUR MISSION'S STILL ON! WE SMASH THE FF--

--AFTER SMOTHERIN' THE WEBHEAD UNDER A MOUNTAIN OF SAND!

AW, GOSH, AND I FORGOT MY BEACH BLANKET!

TO ENGULF SPIDER-MAN, THE SANDMAN'S HAD TO TRANSFORM HIS BODY IN ITS ENTIRETY TO A MASS OF FINE, SANDY PARTICLES...

OOO

...AND I KEEP THIS POWER-VACUUM AROUND TO SUCK UP ALL KINDS OF UNWANTED COSMIC GRIT!

HEY--?!?

YOU'VE GOT SOME SENSE OF HUMOR, MR. RICHARDS -- COLLARING THE SINISTER SANDMAN INSIDE A VACUUM CLEANER!

TELL THAT TO THE THING, SON! BEN THINKS I NEVER LAUGH!

YOU'VE JUST LAUGHED YOUR LAST, RICHARDS! I'M NO PUSHOVER, LIKE THE SANDMAN!

NO, YOU COULD NEVER BE DEFEATED BY ANYTHING SO SIMPLE AS A VACUUM CLEANER, ELECTRO!

TO STOP YOU WOULD TAKE SOMETHING AS POWERFUL, AS DRAMATIC--

--AS A LENGTH OF RUBBER FIRE HOSE!

WHAT--?!

HI THERE, OLD BUDDY! REMEMBER ME, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN? TOO BAD YOU SEEM TO BE ALL WRAPPED UP JUST NOW...

'CAUSE I WAS GONNA INVITE YOU OUT FOR A SPIN!

FWIP!

N-N-N-N-O! S-S-S-STOP!

STOP WHAT? MY JOKES OR THE FIGHTING?

SWOK

GNNGGG!

I GUESS IT WAS BOTH! NOW AIN'T THAT A KICK IN THE HEAD!

BUT WHAT OF THE REMAINING MEMBER OF THE FRIGHTFUL FOUR?

RICHARDS AND SPIDER-MAN HAVE MOPPED UP THE FLOOR WITH THE OTHERS! THAT LEAVES ME!

I MAY NOT BE NO GREAT BRAIN LIKE THE WIZARD, BUT SEEING WHERE HIS GENIUS GOT HIM--

--I THINK I'D RATHER BE A DOPE, AND FREE!

SWELL! NOBODY'S EVEN NOTICED I'M GONE! BY THE TIME THEY DO, I'LL...

GOIN' SOMEWHERE, PASTE-POT?

THAT IS WHAT YOU CALLED YOURSELF, ISN'T IT? PASTE-POT PETE?

YOU REMEMBER PETE'S CORNY OLD MONICKER TOO, TORCHY?

HE'S GOTTEN UPPITY SINCE THE OLD DAYS, CALLIN' HIMSELF BY A FANCY SUPER-VILLAIN HANDLE LIKE THE TRAPSTER!

IT DOESN'T MATTER WHAT THEY CALL THEMSELVES, BEN! ALL OUR ENEMIES END UP THE SAME WAY!

E-E-END UP?

YEAH, PASTE-POT! SOME ARE LUCKY--

--THEY GO TO PRISON!

SOME GET BAD CASES OF COSMIC INDIGESTION, OTHERS GET SWALLOWED UP BY THE NEGATIVE ZONE--

--AN SOME JUST GET BUSTED UP REAL BAD!

HOW 'BOUT YOU, PASTE-POT? YOU GOT ANY PARTICULAR WAY YOU'D LIKE TO GO?

I-I-AY-YI-YI!!!

NOW AIN'T THAT CUTE? PETE'S FAINTED!

YOU SEEM TO HAVE RECOVERED NICELY, BEN!

AW, IT TAKES MORE THAN A FEW ZILLION VOLTS TO PUT YERS TRULY OUTTA THE PICTURE, SUZY! OOH, LOOKEE HERE! A FLOATIN' FAT-HEAD!

YOU WON'T GET AWAY WITH THIS! YOU CAN'T HOLD ME WITH THIS-- THIS... HOSE!

TOO BAD REED DIDN'T HAVE A VACUUM CLEANER BIG ENOUGH FOR ELECTRO! AT LEAST WE CAN'T *HEAR* THE SANDMAN!

WELL, EVERYONE'S ALL RIGHT, I SEE!

JUST WAIT 'TIL THE PRISON OFFICIALS GO TO CHANGE THE FILTER-BAG, WEB-HEAD!

OUR THANKS, SPIDER-MAN! WITHOUT YOUR HELP, THE FRIGHTFUL FOUR MIGHT HAVE BECOME THE ONLY SUPER-POWERED QUARTET IN TOWN!

AND WITHOUT YOUR HELP, MR. RICHARDS, YELLOW-JACKET AND THE WASP MIGHT'VE BECOME THE ONLY INSECT HEROES IN NEW YORK.

AWRIGHT, AWREADY! ENOUGH WITH THE MUTUAL ADMIRATION! IT'S ALMOST DAWN, Y'KNOW!

DAWN! AND I LEFT ALL MY STREET CLOTHES ON THAT CIRCLE LINE FERRY!

AND, OMIGOSH-- DEBRA!

WHO'S DEBRA, SPIDER-MAN?

SOMEBODY WHO'S PROBABLY NOT SPEAKING TO ME ANYMORE, MRS. RICHARDS! I GOTTA GO...

AND SO, SECONDS LATER...

STILL RAINING! FIGURES! YOU SPEND ALL NIGHT FIGHTING FOR YOUR LIFE--

--AND WHAT DOES IT GET YOU? WET SOCKS, AND A HUMDINGER OF A HEAD COLD!

NEXT THE SAVAGE SUB-MARINER!

Fred Hembeck illustrated this house ad for series edited by Al Milgrom & Jo Duffy, featured in August 1979 titles

The Spectacular Spider-Man #33, cover original art
by Al Milgrom

Courtesy HeritageAuctions.com

The Amazing Spider-Man Annual #13, page 1 original art
by John Byrne & Terry Austin

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: **THE AMAZING SPIDER-MAN®**

MARV WOLFMAN / SCRIPT / EDITS / JOHN BYRNE / PENCILS / TERRY AUSTIN / INKS / COSTANZA / letters / WEIN / colors / JIM SHOOTER / CONSULTING ED.

THE ARMS OF DOCTOR OCTOPUS

A MYSTERIOUS MURDER!

PETER PARKER--CRIMINAL?!!

SPIDEY'S IDENTITY--REVEALED!!

AND...DOC OCK'S GREATEST SCHEME!

WE CONFIDENTLY PREDICT--THIS IS THE STRANGEST SPIDEY SAGA--EVER!!

DON'T DARE PEEK AT THE SURPRISE ENDING OF OUR LATEST SPIDEY THRILLER!

LG401

TERRY AUSTIN

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Courtesy HeritageAuctions.com

The Amazing Spider-Man Annual #13, page 5 original art
by John Byrne & Terry Austin

I'M GONNA RUN YOU CLEAN THRU, CREEP!

SURE YOU ARE. GOT ANY OTHER STORIES TO TELL ME?

NO? THEN LET ME TELL YOU ONE!

IT'S ABOUT A DUDE WHO'S GOT THE *PROPORTIONAL* STRENGTH OF A SPIDER!

IT MAKES LIFTING UP THINGS LIKE THIS A *BREEZE!*

YEOWW!!

WITHIN MOMENTS, THE AMAZING WALL-CRAWLER SUBDUES THE STARTLED GANG...

ALL RIGHT, BOYS...WHERE'D YOUR BIG, BAD LEADER RUN OFF TO?

HE'S THE ONLY CREEP MISSING.

STICK A *SOCK* IN IT, SPIDEY... WE AIN'T SAYIN' NOTHIN'!

ALL RIGHT, BOYS, HAVE IT *YOUR* WAY...

HE DOESN'T SEE ME... GOTTA GET OUTTA HERE FAST.

...IT DOESN'T REALLY MATTER. I STOPPED YOUR TAKE-OUT ORDER FOR TONIGHT, AND THAT'S GOOD ENOUGH FOR-- EH? *SIRENS!*

NEW YORK'S FINEST IS ALREADY ON THE WAY... SOMEONE MUST'VE TRIPPED THE ALARM!

WEEOOWEE

AND, A FEW MINUTES LATER...

EDDIE-- *LOOK!*

JEEZ! THOSE PUNKS--ALL WEBBED UP!

SPIDER-MAN'S BEEN HERE!

BUT NOT FOR MUCH LONGER... TAKE CARE, BOYS!

Courtesy HeritageAuctions.com

The Spectacular Spider-Man Annual #1, cover original art
by Rich Buckler

Courtesy HeritageAuctions.com

The Spectacular Spider-Man #41, page 3 original art
by Jim Mooney

41 3

PETER PARKER'S PAPER SLOWLY DESCENDS ON A GLISTENING STRAND OF WEBBING...

CAN'T EVEN BREATHE! IF I SHOULD MISS THAT PILE OF *PAPERS*-- OR IF HE SHOULD LOOK *UP*--!

I--I DID IT! HE WAS SO INTENT ON HIS WORK, HE NEVER *BUDGED!* BUT I'D BETTER SPLIT BEFORE MY NERVES SHAKE ME OFF THE *CEILING* AND INTO HIS *LAP!*

A STICKY PAPER? YOUNG PARKER MUST BE A GUM-CHEWER... *REVOLTING!*

MOMENTS LATER...

MY HEART'S STILL BEATING LIKE A *JACKHAMMER!*

GOTTA CHANGE INTO MY *CIVVIES* AND LET MY NERVES SETTLE DOWN!

HEY! WHAT'S THE *RUCKUS* OUTSIDE?

EEEEEEEE

SIRENS!

SOME CLOWN PROBABLY REPORTED MY WALL-SCALING TO CAMPUS *SECURITY!*

NO *WONDER* I FEEL PERSECUTED --EVERYONE *IS* OUT TO GET ME!

NO-- THOSE RENT-A-COPS HAVE *ANOTHER* DESTINATION IN MIND!

CAMPUS POLICE

THEY COULD BE RESPONDING TO ANYTHING FROM AN OVERZEALOUS PANTY RAID TO A RIOT IN THE DEAN'S OFFICE!

I MIGHT AS WELL SEE WHAT'S GOING *ON!*

JIM MOONEY

3

CONTINUED AFTER 2ND PAGE FOLLOWING

Courtesy HeritageAuctions.com

BIOGRAPHIES

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man*.

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

JIM MOONEY

A prolific comics artist since the 1940s, Jim Mooney proved nimble enough at penciling and inking that he gained a reputation for both disciplines that kept him in constant employ for decades. Tabbed by his peers with the nickname "Gentleman" Jim for his positive and polite demeanor, he became an artist revered by fans of both DC and Marvel Comics.

Mooney broke into the business working under the tutelage of such luminaries as Will Eisner, Lou Fine and Nick Cardy. He would grow to find his artistic voice alongside peers like George Tuska and Ruben Moreira, freelancing for many of the era's most prominent publishers. As the decade progressed, his work at DC took prominence. Mooney was crafting stories of the Dynamic Duo in both *Batman* and *Detective Comics*, plus Robin stories in *Star-Spangled Comics*. He also drew many of the seminal adventures of Tommy Tomorrow in *Action Comics*. It was while drawing Supergirl in the pages of *Action Comics*, however, that Mooney crafted an enduring legacy with his clean, illustrative take on Superman's cousin.

Mooney worked at DC until 1968, when his bold, streamlined style was called upon to team with John Romita on *The Amazing Spider-Man*. It would be the beginning of a relationship with the web-slinger that would lead to almost two decades of memorable penciling and inking of the character, including *The Spectacular Spider-Man*, *Marvel Team-Up* and the flagship title. Mooney lent his hand to virtually every title Marvel produced in one way or another including noteworthy runs on *Ghost Rider*, *Man-Thing* and *Omega the Unknown*. In 2008, Mooney passed away at the age of 89 after an extended illness.

RICH BUCKLER

Rich Buckler, along with John Buscema and George Pérez, helped define the '70s era of Marvel's flagship title, *Fantastic Four*. His dynamic style and muscular figurework carried on the tradition set by Jack Kirby. Buckler's first published artwork was a backup in King Feature's 1967 *Flash Gordon* #10, and in 1970 he landed work on Warren's *Eerie* and *Creepy* horror magazines. After illustrating a few backup stories at DC Comics, he turned to Marvel for his first feature work. By 1973, he was turned loose on *Fantastic Four* and other Marvel ongoing series like *Jungle Action* (featuring Black Panther) and *Astonishing Tales*, in which he and writer Doug Moench launched Deathlok the Demolisher. The post-apocalyptic story of Col. Luther Manning, their run on "Deathlok" was a defining vision of a future gone wrong. Its influence and themes of military rule, reanimation and killer cyborgs would be reflected in films from *The Terminator* to *RoboCop*. After a time with DC, where he teamed with Roy Thomas on *All-Star Squadron*, Buckler returned to Marvel for work on *Spectacular Spider-Man*, *New Mutants* and a return engagement with *Fantastic Four* in the late '90s when he collaborated with writers such as Steve Englehart and Walt Simonson. Buckler also had a thriving career outside comics as a surrealist painter. He passed away in 2017 after a battle with cancer.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*.

Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

JOHN BYRNE

With his naturalistic style captivating legions of fans, John Byrne became one of the most influential and popular comic artists of the '70s and '80s. Born in England but raised in Canada, with four years of art school training under his belt, Byrne headed straight for the comics business, getting his start with Charlton Comics.

He produced his first original creations, the robot Rog-2000—which appeared as a backup strip in *E-Man*—and *Doomsday +1* at Charlton. Though the art was rough compared to his later standards, it drew the attention of Marvel Comics, where he found work on *Champions*, *Iron Fist* and *Marvel Team-Up*. The relationship he established on these books with writer Chris Claremont led to his entry on a title that was rapidly ascending in importance at Marvel: the "All-New, All-Different" *X-Men*.

Taking the torch from Dave Cockrum, for the next five years Byrne penciled and co-plotted the adventures of Marvel's mutants. His fresh style translated perfectly to the new cast of characters, and together Byrne and Claremont built the X-Men into a keystone title at Marvel. However, just after the twin triumphs of "The Dark Phoenix Saga" and "Days of Future Past," Byrne left the book.

His next major achievement was a long run as writer/artist on *Fantastic Four* that restored the title to its imaginative best. His run hearkened back to the glory days of Lee and Kirby and is arguably the milestone achievement of his career. Other high points in his early '80s Marvel work included "War and Remembrance," a bracing set of Captain America stories with Roger Stern and *Alpha Flight*, a team of Canadian heroes written and drawn by Byrne.

Next, Byrne headed to DC Comics to revive the flagging Superman franchise with a reset of the Superman mythos that was enormously popular at the time and is still hailed as a masterpiece decades later. After two years helming Superman, Byrne returned to Marvel to work on a diverse set of books including the New Universe's *Star Brand*, the irreverent *Sensational She-Hulk* and the high-tech adventures of Iron Man. In the 1990s, Byrne launched his creator-owned series *Next Men*, scripted the first issues of Mike Mignola's *Hellboy* and delivered the goods for both Marvel and DC on numerous titles. Today, the implacable Byrne continues to write, draw and preside over a popular website. He was inducted into the Eisner Hall of Fame in 2015.

TOM DEFALCO

Writer/editor Tom DeFalco broke into the comic book industry in 1972 at Archie Comics. After serving in a staff position where he inaugurated the highly successful line of Archie digests, he would later begin writing for the Archie line. By the late '70s, he also had a stint on *Superman Family* and stories in *Marvel Two-In-One* and *Avengers*. He joined with iconic Marvel artist Steve Ditko on *Machine Man* in 1980 and launched Marvel's first direct-market exclusive title, *Dazzler*.

By 1981, he had begun to work solely for Marvel, returning to *Marvel Two-In-One* for a 13-issue run. Soon after, DeFalco transitioned to editing, with a stable including the Spider-Man family of titles, *Micronauts*, *Ghost Rider*, *G.I. Joe* and *Marvel Super-Heroes Secret Wars*. In addition to his editorial role, he still wrote a handful of titles, most notably *Amazing Spider-Man* and the 1984 *Machine Man* limited series illustrated by Barry Windsor-Smith and Herb Trimpe. In 1987, DeFalco began a celebrated run on *Thor* with artist Ron Frenz. Soon after that, he was named Marvel's editor in chief. A need to make up for a budget shortfall at the beginning of his EIC tenure led DeFalco to launch a line of deluxe hardcover reprints—the *Marvel Masterworks*. Under his guidance, creative freedom at Marvel expanded, as did the line of titles, and the company marked its highest-selling titles of all time, including Claremont and Lee's *X-Men*, McFarlane's *Spider-Man* and Liefeld's *X-Force*. All the while, DeFalco continued writing *Thor*, where he introduced the New Warriors and Thunderstrike.

After his tenure as editor in chief ended, he kept on writing for Marvel, where he was heavily involved in the Spider-Man "Maximum Carnage" and "Clone Saga" storylines. In 1998, DeFalco and Frenz teamed on an issue of *What If?* for a pivotal character debut. They introduced Mayday Parker, A.K.A. Spider-Girl, a heroine that proved to be so popular that a whole universe was built around her and the adventures of her peers. The MC2 Universe was guided and developed by DeFalco, with *Spider-Girl* leading the pack in popularity, withstanding commercial pressures and notching 100 issues thanks to a legion of loyal fans. Since his work on *Spider-Girl* wrapped up in 2010, DeFalco has returned for a stint on Archie's flagship title, written *Superboy* for DC and kept busy with various freelance projects.

LEE ELIAS

Born in 1920 in Manchester, England, Lee Elias immigrated to the United States with his family at the age of six. At 14, the precocious Elias began selling gag cartoons to a liquor trade publication. He received formal art training at Cooper Union and the Art Students League, after which Elias—a Milton Caniff fan—took to the newly established comic book medium in 1943, drawing for Fiction House and, later, Timely Comics, Hillman Periodicals and National Comics Publications. In 1946, at Harvey Comics, he began drawing *Black Cat Comics* and would continue doing so for the next five years; he also took on the comic book iteration of Caniff's *Terry and the Pirates*. In the 1950s, Elias shifted his workload primarily to comic strips,

assisting Al Capp on *Li'l Abner* and George Wunder on *Terry and the Pirates*, and drawing his own Sunday strip, the sci-fi *Beyond Mars*. In 1959, Elias returned to comic books at DC, drawing Green Arrow in *Adventure Comics* and *World's Finest Comics* and a wealth of stories in DC's horror anthologies. By the mid-'70s, he picked up several jobs with Marvel, drawing *Power Man* and *Daredevil*, and launching *The Human Fly* with writer Bill Mantlo, a series for which Elias drew most of the issues. After drawing for Warren Publishing in the late '70s, Elias largely retired from comics. He passed away in 1998.

TONY ISABELLA

Like many writers emerging in the early '70s, Tony Isabella's first "official" writing for Marvel was as a fan in its letter pages. His comprehensive knowledge of the Marvel Universe and its characters, combined with his gift for writing, made him a natural for a job as an editorial assistant in 1972. Eventually working his way up to a job as editor and writer, Isabella carved out a niche in Marvel's horror titles with "It! The Living Colossus" in the pages of *Astonishing Tales*, "The Living Mummy" in *Supernatural Thrillers* and scribing a variety of stories across the black-and-white magazines line, including *Dracula Lives!*, *Tales of the Zombie*, *Vampire Tales* and *Monsters Unleashed*.

Isabella's most familiar contributions to Marvel readers were in a long run of *Ghost Rider* stories and the introduction of Tigra to Marvel's stable of female heroines. His twelve-issue spin with the demonic alter ego of Johnny Blaze included a controversial tale featuring Ghost Rider's redemption with Jesus Christ, a milestone moment of the era. After Tigra's first appearance, Isabella led her to a team-up with Thing in *Marvel Two-In-One* and ongoing adventures in *Marvel Chillers*.

His other credits included "Iron Fist" in *Marvel Premiere*, *Hero for Hire/Power Man* starring Luke Cage and a fill-in story that appeared in two issues of *Avengers*, featuring the Assassin's unrelenting pursuit of Earth's Mightiest Heroes. Isabella also conceived and wrote the first seven issues of *Champions*, the '70s super-hero team featuring Hercules, Black Widow, Ghost Rider, Angel and Iceman.

At DC, Isabella created Black Lightning (now a hit TV series on the CW) in the '70s, revamped Hawkman and Hawkwoman in the early '80s and wrote critically-acclaimed Black Lightning series in 1995 and 2017-2018. Isabella has written for various comic-book publishers, ghosted newspaper comic strips, authored books on comics history, lectures at libraries and schools, appears at numerous conventions throughout the year and, in addition to all the above, writes the online and nigh-daily "Tony Isabella's Bloggy Thing."

KEITH POLLARD

One of its most high-profile artists in the late '70s and early '80s, Keith Pollard's tenure at Marvel was notable for his sleek, refined renderings of the company's most iconic characters. He broke in at Marvel in 1974, drawing such characters as Deathlok in *Astonishing Tales*, Shang-Chi in *Master of Kung Fu*, and the super-hero action of *Black Goliath*, *Ms. Marvel*, and Black Panther in *Jungle Action*. After a stint on the black-and-white *Rampaging Hulk* magazine, Pollard was ushered into the starting lineup of creators on three of Marvel's flagship titles.

Starting in 1978, Pollard provided breakdown art on *Fantastic Four* for the legendary Joe Sinnott to finish. Soon after landing his *FF* gig, he began penciling *The Amazing Spider-Man* and then took the reins from "Big" John Buscema on *Thor*, starting a run that would encompass the epic "Eternals Saga" storyline. All in all, Pollard's hand guided the visuals of these three prime Marvel titles simultaneously, and his tenures on each book are memorable additions to each title's legacy.

In the early '80s, Pollard took on a new stable of heroes at DC, drawing several issues of *Green Lantern* and launching *The Vigilante* with writer Marv Wolfman. He returned to regular series work at Marvel in 1989, once again drawing *Fantastic Four*. By 1995, Pollard retired from comics, although he is currently appearing at conventions and doing commissioned art for his fans.

JOHN ROMITA JR.

Like his legendary father, John Romita Jr. has become a comic-art master, establishing a powerful style uniquely his own. His life in comics began early, when as an adolescent he helped his father design the Spider-Man villain the Prowler. His first published work cover art for Marvel UK and "Chaos at the Coffee Bean!" in *Amazing Spider-Man Annual* #11 showed that he'd learned much from his father's figure drawing and storytelling sense. His first full-length project was a KISS feature in *Marvel Super-Special* #5. In the summer of 1978, he began a years long parternship on *Iron Man* with David Michelinie and Bob Layton. It was during his first *Iron Man* break that Romita Jr. took on full-time art duties on *Amazing Spider-Man* for the first of multiple acclaimed runs. During his Spidey tenure he also helped launch *Dazzler* and penciled the first Marvel miniseries, *Marvel Super Hero Contest of Champions*. In 1983, Romita Jr. joined Chris Claremont's *Uncanny X-Men*, taking over the industry's most popular comic for a three-year run that saw his art dramatically evolve in tone. After a stint on the New Universe series *Starbrand*, he rebounded with a pair of *Amazing Spider-Man* issues that included Peter Parker's proposal to Mary Jane Watson. Next, Romita Jr. began a run on *Daredevil* with writer Ann Nocenti, introducing Typhoid Mary and establishing himself as one of the definitive *Daredevil* artists. After a third run on *Iron Man*, his credits included *Punisher War Zone*, *Daredevil: The Man Without Fear* with Frank Miller, a return to *Uncanny X-Men*, and long runs on *Spider-Man*, *Thor* and *Peter Parker: Spider-Man*. As the new century dawned, the ever more popular Romita Jr. kept adding to his superstar resume with stints on *Amazing Spider-Man* with J. Michael Straczynski, *Wolverine* with Mark Millar, *Eternals* with Neil Gaiman, and the *World War Hulk* event. His collaboration with Millar spawned their creator-owned series *Kick-Ass*, which led to a blockbuster feature film. In recent years, he has returned once more to *Amazing Spider-Man*, helped relaunch *Avengers* with Brian

Michael Bendis and *Captain America* with Rick Remender, and beginning in 2014, Romita moved to DC where his runs on *Superman* and *All-Star Batman* have topped sales charts.

FRANK SPRINGER

A native of Jamaica, Queens, Frank Springer enjoyed a long, prolific and versatile career as a penciler and inker in comics, cartoon strips and magazine art. Upon graduation from Syracuse University in 1952, he served in the U.S. Army during the Korean War as a mapmaker. He returned to civilian life in 1954 and started a career as a freelance artist. During the '50s, he apprenticed under cartoonist George Wunder on *Terry and the Pirates*. In 1962, he broke into the comic industry at the dawning of its Silver Age. He made a name for himself at Dell, drawing many of their titles including *Brain Boy*, *Ghost Stories*, *Tales From the Tomb* and *Toka: Jungle King*. After a brief turn at DC, where he illustrated a 1967 issue of *Batman*, Springer settled into a more involved relationship with Marvel. He succeeded Jim Steranko on *Nick Fury, Agent of S.H.I.E.L.D.* and drew a pair of *Captain Marvel* issues. He returned to Marvel in the '80s for long runs inking *She-Hulk*, penciling the initial four-issue *Transformers* miniseries and drawing almost the entire run of *Dazzler*. He even wrote three issues of the series, his sole writing credits in his many years in comics. Outside comics, Frank drew more adult strip fare in *Playboy*, *The Adventures of Pussycat* and *Evergreen Review*. Springer retired to the Maine coast in 1995, pursuing (in his words) the "mysteries of oil painting." He passed away in Maine in 2009 at the age of 79.

MARV WOLFMAN

Marv Wolfman's stints writing for movies, television, animation and novels mark him as a varied and highly regarded talent, but it is his comic book writing where he first gained prestige as one of the industry's most acclaimed talents.

His first forays into the comic industry were short tenures as editor and writer for both Warren Publishing and DC Comics, but it was after a move to Marvel in 1972 that his career began to blossom. One of his earliest hits was *Tomb of Dracula*, Marvel's adaptation of the classic Bram Stoker vampire. It was in the pages of *Tomb of Dracula* that Wolfman and Gene Colan unveiled the character Blade, the vampire hunter. This earthly hero was one of the earliest black heroes in comics and was introduced to further affirm the realism he sought to inject into the Dracula comic.

After editing Marvel's black-and-white magazines, he quickly stepped up the ladder to follow Len Wein as editor in chief. Wolfman had noted that the readership, who like himself had become loyal fans in their adolescence, felt it was important to have the stories Marvel produced "grow up" along with them. His editorial duties, however, stole time from his writing, so in 1976 he stepped down and took on writing full-time.

As writer of *Daredevil*, his two-year run preceded the Frank Miller era and included the introduction of Bullseye, now the most innovative and fearsome of Daredevil's rogues' gallery. Other work from his prolific Marvel tenure in the late '70s included lengthy runs on Marvel's two flagship titles: *The Amazing Spider-Man* (including the debut of the Black Cat) and *Fantastic Four* as well runs on *Nova*, *Doctor Strange* and *Thor*.

Moving to DC, he teamed with artist George Pérez and ushered in *New Teen Titans*. Most of the Titans came to life under his auspices, including Cyborg, Nightwing, Starfire, and Raven, as well as their nemesis Deathstroke. Next, Wolfman and Pérez delivered the epochal *Crisis on Infinite Earths*, condensing DC's complex 50 year history into a single, shared universe.

Taking a lengthy sabbatical from writing comics, Wolfman moved to writing for animation shows including *G.I. Joe* and *Transformers*, later becoming comics editor for *Disney Adventures Magazine*. He continues to write for DC Comics and more recently, has penned the nonfiction *Homeland, the Illustrated History of the State of Israel*. In 2011 Marv was inducted into the Eisner Hall of Fame.

MIKE ZECK

Born in Greenville, Pennsylvania, and raised in Florida, Mike Zeck attended the Ringling School of Art in Sarasota to study illustration. Showing his portfolio at conventions earned him a break providing text-story illustrations for Charlton Comics. That modest start led to work at Marvel, where his first story was a 1977 Thanos backup story in *Logan's Run* #6. He would soon join writer Doug Moench on *Shang-Chi: Master of Kung Fu*, a real treat for the artist, a true Bruce Lee fan. Both readers and editors took note and Zeck's four years drawing Shang-Chi led to a highly regarded stint on *Captain America* with J.M. DeMatteis. By the mid-'80s, Zeck was also contributing covers for Marvel's *G.I. Joe: A Real American Hero* and its sister title, *G.I. Joe Special Missions*, as well as illustrations for *The Official Handbook of the Marvel Universe*. His clean, precise style and compelling storytelling elevated him to renown as one of the industry's top talents. This was never more apparent than in 1984, when Zeck was tapped by Marvel editor in chief Jim Shooter to draw comics' first mega-event: *Marvel Super-Heroes Secret Wars*. He followed that up with the art on the first *Punisher* series, a five-issue blockbuster scribed by Stephen Grant, with whom Zeck would reunite for the 1989 Punisher graphic novel *Return to Big Nothing*. Zeck finished out 1986 with a double-sized *Captain America Annual* co-starring Wolverine, then embarked on illustrating "Kraven's Last Hunt" in *Amazing Spider-Man*, *Web of Spider-Man* and *Spectacular Spider-Man*. Written by Cap collaborator DeMatteis, the storyline was a massive hit and stands as one of the evergreen stories in the Spider-Man canon. By the end of the '80s, Zeck had moved to DC, drawing covers to *Batman*, *Detective Comics*, and *Deathstroke the Terminator* among many others. His last regular series work was the Image title *The Damned* with Steven Grant. Zeck launched his own website in 1999 to handle his commission work and continues an active appearance schedule at conventions.

Biographies researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS

THE MARVEL MASTERWORKS LIBRARY PRESENTS THE WORLD'S GREATEST COMIC BOOKS, PAINSTAKINGLY RESTORED FROM THE HIGHEST-QUALITY SOURCES AND WITH THE MOST DILIGENT ARCHIVAL METHODS.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

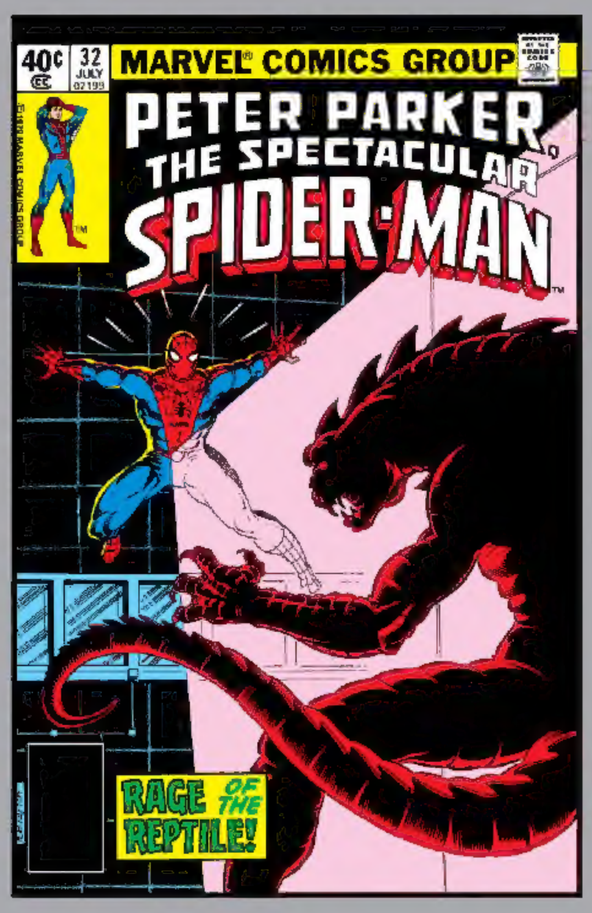
ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

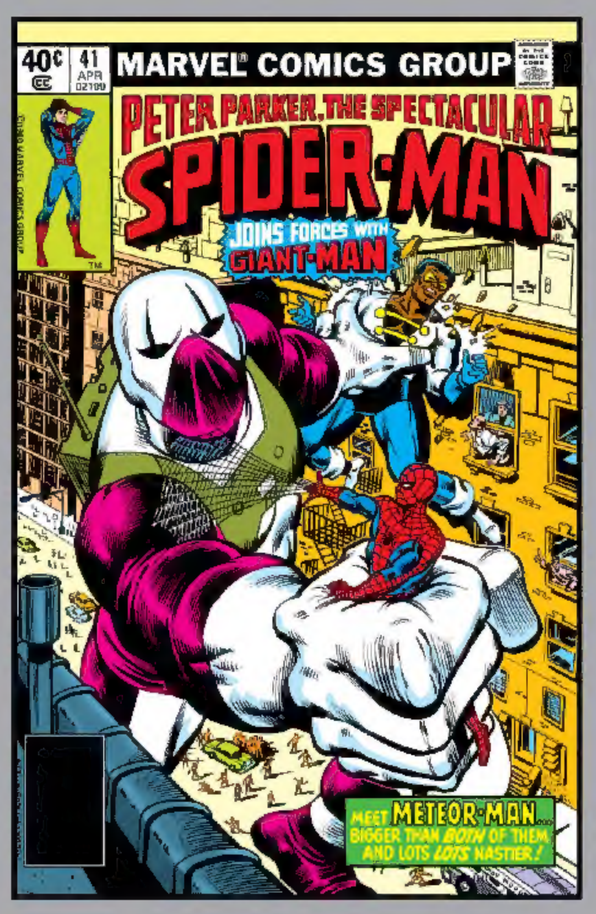
THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-21
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-20
THE BLACK PANTHER VOLS. 1-2
CAPTAIN AMERICA VOLS. 1-11
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-14
DAZZLER VOL. 1
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-6
DOCTOR STRANGE VOLS. 1-9
THE FANTASTIC FOUR VOLS. 1-21
GHOST RIDER VOL. 1
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-13
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-12
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-4
MARVEL TWO-IN-ONE VOLS. 1-4
THE MIGHTY THOR VOLS. 1-19
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-3
SPIDER-WOMAN VOL. 1
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-12





PRINTED IN CHINA

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